

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **HONBRIDGE HOLDINGS LIMITED**

*(incorporated in the Cayman islands with limited liability)*

(stock code : 8137)

### **VOLUNTARY ANNOUNCEMENT IN RESPECT OF THE MEMORANDUM OF UNDERSTANDING**

Reference is made to the announcements of the Company dated 18 November 2009, 18 December 2009 and 29 January 2010 in relation to the MOU of the Possible Acquisition.

The Company would like to inform the public that although the MOU expired on 28 February 2010, the Company and VNN are in the final stage of negotiation of the terms and agreements in relation to the Possible Acquisition. It is acknowledged that more time is required for the preparation of the SPA and other relevant documentations and the Company expects that a legally binding SPA may be entered into in a short period of time.

**The Possible Acquisition may or may not proceed. Investors are reminded to exercise caution when dealing in the Shares.** Further announcement regarding the Possible Acquisition will be made in accordance with all applicable requirements of the GEM Listing Rules as and when appropriate.

#### **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Company”	Honbridge Holdings Limited, a company incorporated in Cayman Islands with limited liabilities, the Shares of which are listed on the GEM
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the GEM

“MOU”	the memorandum of understanding dated 17 November 2009 entered into between the Company and VNN in relation to the Possible Acquisition
“Possible Acquisition”	the possible acquisition by the Company from VNN of the SAM Shares as contemplated in the MOU
“SAM”	Sul Americana de Metais S.A., a company incorporated in Brazil and a wholly-owned subsidiary of VNN
“SAM Shares”	the entire issued share capital of SAM
“Share(s)”	ordinary share(s) of HK\$0.001 each in the capital of the Company
“SPA”	the sale and purchase agreement to be entered into between the Company and VNN if the Possible Acquisition materializes
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“VNN”	Votorantim Novos Negócios Ltda., a company incorporated in Brazil and the venture capital / new business development division of Grupo Votorantim, one of Latin America’s largest industrial conglomerates

On behalf of the Board  
**Honbridge Holdings Limited**  
**LIU Wei**  
*Director and CEO*

Hong Kong, 3 March 2010

*As at the date of this announcement, the Board comprises Mr. He Xuechu, Mr. Liu Wei, William and Mr. Shi Li Xin as executive directors; and Mr. Chan Chun Wai, Tony, Mr. Fok Hon and Mr. Ma Gang as independent non-executive directors.*

*This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the “GEM Listing Rules” for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting.*