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## **HONBRIDGE HOLDINGS LIMITED**

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

**(stock code: 8137)**

### **STRATEGIC COOPERATION AGREEMENT INVOLVING ISSUE OF SHARES AND GRANT OF OPTIONS UNDER GENERAL MANDATE AND MEMORANDUM OF UNDERSTANDING IN RELATION TO STRATEGIC COOPERATION**

#### **The Strategic Cooperation Agreement**

On 26 March 2010, the Company and Xinwen entered into the Strategic Cooperation Agreement in relation to provision of Technical Support by Xinwen to the Company on the Project. Also, amongst all, subject to all requisite waivers, consents and approvals having been obtained by Xinwen from the relevant governmental and regulatory authorities, Xinwen also intend to invest in the Project for an amount of at least USD 500 million.

Subject to the fulfilment of the conditions precedent as referred in the section headed "Issue of Consideration Shares" below, the Company agreed to issue 30,000,000 Consideration Shares at the price of HK\$2.87 each in three tranches to Xinwen in each of the months of June 2010, June 2011 and June 2012, each tranche being 10,000,000 Consideration Shares. The Consideration Shares in aggregate represent approximately 0.49% of the issued share capital of the Company as at the date of this announcement and approximately 0.49% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares. The Consideration Shares will be issued under the General Mandate and hence will not be subject to the approval by the Shareholders.

Further, subject to the fulfilment of the conditions precedent as referred in the section headed “Issue of Options pursuant to the Option Deed” below, the Company conditionally granted to Xinwen 300,000,000 Options pursuant to the Option Deed for a consideration of HK\$1, with the rights to require, at any time during the Option Period, the Company to issue and allot one Option Share upon the exercise of each Option at the Exercise Price of HK\$3.15 per Option. The Options, if fully exercised, will result in the issuance and allotment of 300,000,000 Option Shares which represents approximately 4.91% of the existing issued share capital of the Company as at the date of this announcement and approximately 4.68% of the issued share capital of the Company as enlarged by the issue of the Option Shares. The Option Shares will be issued under the General Mandate and hence will not be subject to the approval by the Shareholders.

An application will be made to the Stock Exchange for the listing of and permission to deal in the Consideration Shares and the Option Shares.

### **THE SDIS-MOU**

On 26 March 2010, the Company and SDIS entered into the SDIS-MOU in relation to, amongst all, the joint investment of the Project. Potential investment by SDIS may be by way of, but not limited to, acquisition of interests in SAM, subscription of Shares, other convertible securities or bond of the Company or by way of shareholders loan to the Company or to SAM or having prepayment arrangement with the Company. The terms set out in the SDIS-MOU are not legally binding.

**The transactions contemplated under the SDIS-MOU may or may not proceed. Shareholders and investors of the Company are advised to exercise caution when dealing in the securities of the Company.** Further announcement will be made should any formal agreement(s) are entered into as and when appropriate in accordance with all applicable requirements of the GEM Listing Rules.

### **Trading in the Shares**

Trading in the Shares was suspended with effect from 9:30 a.m. on 8 March 2010 pending the release of announcement relating to the Acquisition. Trading in the Shares of the Company will remain suspended until the announcement relating to the Acquisition is released.

## **THE STRATEGIC COOPERATION AGREEMENT**

### **Date**

26 March 2010

### **Parties**

- (1) the Company
- (2) Xinwen

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Xinwen and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

### **Principal terms of the Strategic Cooperation Agreement**

Pursuant to the Strategic Cooperation Agreement,

1. Xinwen will set up a project team comprising the managers, mining engineers for the purpose of the Project (the "Project Team").
2. The Project Team shall cooperate with project team of VNN and SAM to monitor the work of VNN and SAM on behalf of the Company. The Project Team might have to work on site in Brazil, and shall then be appointed to work in SAM by the Company as necessary. The Project team shall monitor the work of the project team of VNN and SAM according to the schedule mutually agreed by VNN and the Company, and report the progress and provide advice to the Company. Major work of the Project team includes:
  - assist the Company in the selection of drilling contractors among at least two drilling contractors provided by VNN for the preliminary stage of drilling in the Project to ensure work of VNN shall match the requirement as agreed under the management service agreement;
  - assist the Company in the selection of suitable geological consulting firm among at least two geological consulting firm provided by VNN to perform the independent resource confirmation in accordance with JORC standard;
  - assist the Company in the selection of sub-contractors among at least two sub-contractors provided by VNN, and administer the work of VNN, the selected drilling contractors and the geological consulting firm in monitoring the work of sub-contractors;
  - after appointment of the subcontractors, assist the Company in urging VNN to monitor and instruct the subcontractors to work on the Project;
  - within 30 days of the preliminary work on the Project, urge VNN to draft, obtain from VNN and assist the Company in approving a 12-month working plan and budget;
  - monitor the work on the Projects according to the working plan;
  - if further work is considered necessary but not included in the said working plan, the Project Team shall, from time to time, urge VNN to draft further supplemental working plans and budgets for the Company's approval;
  - urge VNN to work on all the agreed supplemental working plans;

- urge VNN to coordinate the project plan in relation to improving the annual production of 25 million tonne 65% Fe pellet feed mining site; mining equipment procurement and production project, project on improving the selection of minerals, project relating to improving the land transportation and projects regarding to the operation, port design, infrastructure and management of operations for the Company's reference;
  - in time report of the progress of the Project team and the project team of VNN to the Company, and advise the Company on material issues; and
  - actively protect the rights and interests of the Company, and assist the Company to handle issues relating to the Project.
3. The terms of the service of the Project Team commences on the date of the Strategic Cooperation Agreement, to the earlier of (i) the date of commencement of mining production of the Project or (ii) four years after the date of the Strategic Cooperation Agreement. During the Term, Xinwen shall be responsible for the salary, bonus, welfare and insurance of the Project Team, and the Company shall be responsible for the traveling expenses or other expenses arise from work of the Project Team.
  4. Subject to all requisite waivers, consents, and approvals having been obtained by the Company from the relevant governmental and regulatory authorities (including the Stock Exchange), the Company shall procure the relevant raw materials and machinery in relation to the process of mining, mineral processing, pipeline transportation and port construction of the Project from Xinwen, or any suppliers recommended by Xinwen in priority.
  5. Subject to all requisite waivers, consents, and approvals having been obtained by the Company from the relevant governmental and regulatory authorities (including the Stock Exchange) subject to the Company's other contractual commitments, the Company shall give Xinwen the right to underwrite and distribute the pellet feed produced from the Project with pricing and other terms to be set with reference to the then market condition.
  6. Subject to all requisite waivers, consents, and approvals having been obtained by the Company from the relevant governmental and regulatory authorities (including the Stock Exchange), the Company shall, leveraging on its resources and customer base, co-operate with Xinwen on the import and export of the mining products. Xinwen shall also cooperate with the Company on their existing the import and export business of the mining products. Details of cooperation are to be agreed.
  7. Subject to all requisite waivers, consents and approvals having been obtained by Xinwen from the relevant governmental and regulatory authorities, Xinwen also intend to invest in the Project for an amount of at least USD 500 million. Potential investment by Xinwen may be by way of, but not limited to, subscription of Shares, other convertible securities or bond of the Company, by way of shareholders loan to the Company or to SAM or having prepayment arrangement with the Company. Separate legally binding agreements will be signed if such arrangements are to proceed. Subject to all requisite waivers, consents and approvals having been obtained by the Company from the relevant governmental and regulatory authorities (including the Stock Exchange) and the Company having complied with all relevant regulations (including the GEM Listing Rules), the Company

shall consider the investment from Xinwen, or the investment of other steel/mining/port enterprises recommended by Xinwen.

8. Subject to all requisite consents, authorisations and approvals (or, as the case may be, the relevant waiver) having been obtained by the Company, the Company shall give priority to Xinwen to participate in the investment and management of other further mineral projects of the Company.

### **Issue of Consideration Shares**

Subject to the fulfilment of, among others, the following conditions precedent, the Company agreed to issue an aggregate of 30,000,000 new Shares (i.e. the Consideration Shares) credited as fully paid at the price of HK\$2.87 each in three tranches to Xinwen (or its designated party) in each of the months of June 2010, June 2011 and June 2012, each tranche being 10,000,000 new Shares, as consideration for the services to be provided by Xinwen under the Strategic Cooperation Agreement:-

- (i) the approval of the Share Purchase Agreement by the Shareholders at the EGM;
- (ii) the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares;
- (iii) all other requisite waivers, consents, and approvals in connection with the issue of the Consideration Shares from the relevant governmental and regulatory authorities (including the Stock Exchange) having been obtained by the Company, and the Company having complied with all relevant regulations (including the GEM Listing Rules).

If the above conditions have not been fulfilled on or before 31 December 2010 or such other date as the Company and Xinwen may agree in writing, the Company shall not be required to issue the Consideration Shares, and Xinwen shall not be required to continue to perform the Strategic Cooperation Agreement. In relation to the services already performed by Xinwen, the Company shall compensate Xinwen with the actual expense incurred.

If the above conditions are fulfilled after June 2010, the issuance of the first tranche Consideration Shares (being 10,000,000 Consideration Shares) will be postponed to the 10th business day after the above conditions are fulfilled or waived.

The Consideration Shares in aggregate represent approximately 0.49% of the issued share capital of the Company as at the date of this announcement and approximately 0.49% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares.

The Consideration Shares, when issued and fully paid, will rank pari passu in all respects with the then existing issued Shares as at the date of issue of such Consideration Shares. An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

The Issue Price is determined after arm's length negotiations between the Company and Xinwen taking into account the recent trading prices of the Shares. The Issue Price of each Consideration Share is HK\$2.87, representing:

- (i) the closing price of HK\$2.87 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 0.28% to the average of the closing prices per Share as quoted on the Stock Exchange for the last five consecutive trading days preceding the Last Trading Day of approximately HK\$2.88; and
- (iii) a premium of approximately 5.01% to the average of the closing prices per Share as quoted on the Stock Exchange for the last ten consecutive trading days preceding the Last Trading Day of approximately HK\$2.73.

The Issue Price was reached after arm's length negotiations between the Company and Xinwen taking into account the closing price of the Shares on the Last Trading Day.

#### **Issue of Options pursuant to the Option Deed**

Pursuant to the Strategic Cooperation Agreement, the Company also entered into an Option Deed with Xinwen. Pursuant to the Option Deed, the Company conditionally granted to Xinwen 300,000,000 Options for a consideration of HK\$1, with the rights to require, at any time during the Option Period, the Company to issue and allot one Option Share upon the exercise of each Option at the Exercise Price of HK\$3.15 per Option. The Option will only become effective upon the fulfilment of, among others, the following conditions precedent:

- (i) the approval of the Share Purchase Agreement and the transactions contemplated thereunder by the Shareholders at the EGM;
- (ii) the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares and the Option Shares;
- (iii) all other requisite waivers, consents, and approvals in connection with the issue of the Option Deed and the Options from the relevant governmental and regulatory authorities (including the Stock Exchange) having been obtained by the Company, and the Company having complied with all relevant regulations (including the GEM Listing Rules).

If the above conditions have not been fulfilled on or before 31 December 2010 or such other date as the Company and Xinwen may agree in writing, the Option Deed shall be terminated and neither party shall have any claims whatsoever against the other in connection therewith.

The Exercise Price of the Option is HK\$3.15, representing:

- (i) a premium of approximately 9.76% to the closing price of HK\$2.87 per Share as quoted on the Stock Exchange on the Last Trading Day;

- (ii) a premium of approximately 9.45% to the average of the closing prices per Share as quoted on the Stock Exchange for the last five consecutive trading days preceding the Last Trading Day of approximately HK\$2.88;
- (iii) a premium of approximately 15.26% to the average of the closing prices per Share as quoted on the Stock Exchange for the last ten consecutive trading days preceding the Last Trading Day of approximately HK\$2.73.

The Exercise Price was reached after arm's length negotiations between the Company and Xinwen taking into account the recent market price of the Shares and the future prospect of the Company.

The Option Shares, when issued and fully paid, will rank pari passu in all respects with the then existing issued Shares as at the date of issue of such Option Shares. An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Option Shares.

Subject to fulfillment of the conditions precedents set out above, the Options can be exercised (in part or in full) at any time from the date on which the conditions precedent are fulfilled (the "Commencement Date") until the day falling 3 years after the Commencement Date.

In the event there is consolidation or subdivision of the Shares, appropriate adjustments will be made to the Exercise Price and the number of shares of the Company subject to the Options.

Written consent has to be obtained from the Company before Xinwen can transfer part or all of the Options to other parties.

## **USE OF PROCEEDS**

The net proceeds to be received by the Company upon the exercise of the Options in full are estimated to be about HK\$945 million and are intended to be used by the Company for capital expenditure of the Project and for general working capital of the Company.

## **ISSUE OF CONSIDERATION SHARES AND OPTION SHARES UNDER GENERAL MANDATE**

The Consideration Shares and Option Shares will be issued pursuant to the General Mandate granted.

Under the General Mandate, a maximum of 1,102,776,743 Shares may be issued by the Company, representing 20% of 5,513,883,716 Shares in issue as at the date of the extraordinary general meeting of the Company held on 15 March 2010. The Directors have not, prior to the date of the Strategic Cooperation Agreement, exercised any of their powers conferred by the General Mandate.

## THE SDIS-MOU

### Date

26 March 2010

### Parties

- (1) the Company
- (2) SDIS

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, SDIS and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

### Principal terms of the SDIS-MOU

SDIS may jointly invest in the Project with the Company by way of, but not limited to, acquisition of interests in SAM, subscription of Shares, other convertible securities or bond of the Company or by way of shareholders loan to the Company or to SAM, or having prepayment arrangement with the Company. Further details on the amount, method, timing and terms of investment are to be discussed.

The Company also intended to give SDIS the priority in recommending other appropriate steel, mining and/or port enterprises to be strategic investors of the Company.

The Company agreed to inform SDIS if it is to have other iron and steel smelting enterprises as strategic investors, if SDIS does not express the intention to terminate the cooperation with the Company.

The Company intends, when the production of the Project commence, to sell SDIS the pellet feed produced in priority at a favorable price to be agreed between the parties.

The Company intends to give priority to SDIS to participate in and manage the Company's other future mineral projects.

The terms set out in the SDIS-MOU are not legally binding. Separate legally binding agreement(s) will be signed if such arrangements are to proceed.

**The transactions contemplated under the SDIS-MOU may or may not proceed. Shareholders and investors of the Company are advised to exercise caution when dealing in the securities of the Company.** Further announcement will be made should any formal agreement(s) are entered into as and when appropriate in accordance with all applicable requirements of the GEM Listing Rules.

## CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company (i) as at the date of this announcement; (ii) upon the completion of issue of the Consideration Shares but before the exercise of any Options; and (iii) upon the of the completion of issue of the Consideration Shares and exercise of the Options:

	As at the date of this announcement		Immediately after issue of the Consideration Shares but before the exercise of any Options		Immediately after issue of the Consideration Shares and the exercise of the Options	
	<i>No of Shares</i>	%	<i>No of Shares</i>	%	<i>No of Shares</i>	%
Hong Bridge ( <i>Note</i> )	4,095,000,000	66.98%	4,095,000,000	66.65%	4,095,000,000	63.55%
Public:						
Gui Sheng Yue	300,000,000	4.91%	300,000,000	4.88%	300,000,000	4.66%
Xinwen	–	0.00%	30,000,000	0.49%	330,000,000	5.12%
Other public Shareholders	1,718,883,716	28.11%	1,718,883,716	27.98%	1,718,883,716	26.67%
	<u>6,113,883,716</u>	<u>100.00%</u>	<u>6,143,883,716</u>	<u>100.00%</u>	<u>6,443,883,716</u>	<u>100.00%</u>

*Note:* Hong Bridge is wholly-owned by Mr. He Xuechu, the chairman and a Director of the Company.

### INFORMATION ON XINWEN

To the best knowledge of the Directors, Xinwen is PRC state-owned enterprise established in 1956 which is principally engaged in the mining industry. Xinwen ranked 186th among the Top 500 China's enterprises in 2009, 12th among the Top 100 China's coal enterprises in 2008, and rated AAA for the enterprise credit prestige. It remains good relationship with various large steel companies in the PRC and has established cooperative relationship with enterprises from various countries including the US, Japan, Korea, Poland, Ukraine, Australia, South Africa and Germany.

### INFORMATION ON SDSI

To the best knowledge of the Directors, SDSI is a PRC state-owned enterprise which is principally engaged in the production and sale of iron and steel products. The company possesses a production system for iron and steel products that integrates the various stages of production, from raw materials, sintering, pelletising, ironmaking and steelmaking to steel rolling facilities.

## **REASONS FOR ENTERING INTO THE STRATEGIC COOPERATION AGREEMENT AND THE SDIS-MOU**

The Company is principally engaging in refining and trading of silicon and research and development of highly purified silicon for solar cells, magazine publishing and advertising activities. Since the Company was taken over by Hong Bridge in October 2007, the Group under the existing management has been continuously looking for appropriate investment opportunities in the energy and resources sector.

The Company is actively identifying and looking for large steel conglomerates, mining companies and port operators to be involved in the further development of the Project. As disclosed in the announcements of the Company dated 18 November 2009, 18 December 2009, 29 January 2010 and 3 March 2010, the Company has entered into the MOU with VNN in relation to the possible Acquisition. On 5 March 2010, the definitive Share Purchase Agreement in relation to the Acquisition was entered into between Lit Mining and VNN as the sellers, Esperento and Mineral Ventures; Infinite Sky, as the buyer, New Trinity, and the Company. The Company will issue further announcement in relation to the details of the Acquisition in accordance with all applicable requirements of the GEM Listing Rule in due course.

The Company believes that the Strategic Cooperation Agreement will enable the Company to leverage on the extensive expertise of Xinwen in the mining industry to enhance the development and facilitate efficient management of the Project. The Board considers that the issue of the Consideration Shares and the grant of Options under the Strategic Cooperation Agreement will allow the Company to tap in to Xinwen's expertise without adversely affecting the financial position of the Group. In relation to the SDIS-MOU, the Directors consider that introducing SDIS as the strategic partner of the Company would enable the Company to secure an additional source of funding for the Project and a reliable distribution channel.

The Directors believe that the terms of the Strategic Cooperation Agreement is fair and reasonable and in the interest of the Shareholders as a whole.

## **FUND RAISING ACTIVITIES OF THE COMPANY IN THE 12 MONTHS IMMEDIATELY PRECEDING THE DATE OF THIS ANNOUNCEMENT**

Save for the issue of 600,000,000 consideration shares and the zero coupon HK\$400,000,000 irredeemable convertible note due 2014 by the Company as announced by the Company on 12 November 2009, and the conversion of the convertible notes and share options issued on 16 October 2007 and 22 November 2007 respectively, the Company has not conducted any equity fund raising exercise in the past 12-month period immediately before the date of this announcement.

## **TRADING IN THE SHARES**

Trading in the Shares was suspended with effect from 9:30 a.m. on 8 March 2010 pending the release of announcement relating to the Acquisition. Trading in the Shares of the Company will remain suspended until the announcement relating to the Acquisition is released.

## DEFINITIONS

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

“Acquisition”	the acquisition by the Company of the SAM Shares pursuant to the terms and conditions of the Share Purchase Agreement
“Board”	the board of Directors
“Company”	Honbridge Holdings Limited, a company incorporated in the Cayman Islands with limited liabilities, the Shares of which are listed on the GEM
“Consideration Share(s)”	30,000,000 Share(s) to be issued by the Company to Xinwen under the Strategic Cooperation Agreement as referred to under the section headed “Issue of Consideration Shares” in this announcement
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought appropriate, to approve, among other matters (if any), the Acquisition
“Esperento”	Esperento S.à r.l., a Grand Duchy of Luxembourg private limited liability company (société à responsabilité limitée), an indirect wholly-owned subsidiary of VNN; Esperento is an investment holding company
“Exercise Price”	HK\$3.15 per Option Share (subject to adjustment)
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the GEM
“General Mandate”	the general mandate approved by the Shareholders at the extraordinary general meeting of the Company held on 15 March 2010 entitling the Directors to allot and issue up to 1,102,776,743 Shares, representing 20% of 5,513,883,716 Shares in issue as at the date of the extraordinary general meeting of the Company held on 15 March 2010
“Group”	the Company and its subsidiaries
“Infinite Sky”	Infinite Sky Investments Limited, a company incorporated in the British Virgin Islands, a direct wholly-owned subsidiary of the Company
“JORC”	Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia

“Last Trading Day”	5 March 2010, being the last trading day immediately prior to the suspension of trading in the Shares pending the release of the announcement in relation to the Acquisition
“Lit Mining”	Lit Mining Coöperatief U.A., a Netherlands cooperative (coöperatie) and an indirect wholly-owned subsidiary of VNN; Lit Mining is an investment holding company
“MOU”	the memorandum of understanding dated 17 November 2009 entered into between the Company and VNN in relation to the possible Acquisition
“New Trinity”	New Trinity Holdings Limited, a company incorporated in the British Virgin Islands, an indirect wholly-owned subsidiary of the Company
“Option(s)”	right(s) granted under the Option Deed for Xinwen to subscribe for the Option Shares
“Option Deed”	the option deed dated 26 March 2010 entered into between the Company and Xinwen in relation to the granting of the Options by the Company to Xinwen at a consideration of HK\$1
“Option Period”	the option period commencing from the date on which the relevant conditions precedent are fulfilled (the “Commencement Date”) until the day falling 3 years after the Commencement Date
“Option Share(s)”	300,000,000 Share(s) to be issued upon the exercise of the Options (subject to adjustment)
“PRC”	the People’s Republic of China
“Project”	an integrated mine-pipeline-port project designed by SAM to produce 25mtpa of pellet feed with a life of mine of 20 years
“SAM”	Sul Americana de Metais S.A., a company incorporated in Brazil and an indirect wholly-owned subsidiary of VNN
“SAM Shares”	the entire issued share capital of SAM which consist of 9,999 common shares and the one preferred share of SAM
“SDIS”	山東鋼鐵集團有限公司 (Shandong Iron and Steel Group Co., Ltd), a PRC state-owned enterprise which is principally engaged in the production and sale of iron and steel products
“SDIS-MOU”	the memorandum of understanding dated 26 March 2009 entered into between the Company and SDIS in relation to the joint investment of the Project as disclosed in the section headed “The SDIS-MOU” in this announcement

“Share(s)”	ordinary share(s) of HK\$0.001 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Purchase Agreement”	the share purchase agreement dated 5 March 2010 entered into between Lit Mining and VNN as the sellers, Esperento and Mineral Ventures; Infinite Sky, as the buyer, New Trinity, and the Company in relation to the Acquisition
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Cooperation Agreement”	the agreement dated 26 March 2010 entered into between the Company and Xinwen in relation to the provision of technical support by Xinwen to the Company on the Project.
“Technical Support”	technical support provided by Xinwen under the Strategic Cooperation Agreement, including those disclosed under the section “Principal terms of the Strategic Cooperation Agreement” in this announcement
“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
“Xinwen”	新汶礦業集團有限責任公司 (Xinwen Mining Group Co., Ltd), a PRC state-owned enterprise, which is principally engaged in mining activities
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 30 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 and on the Company’s website [www.8137.hk](http://www.8137.hk)*