

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)

ANNOUNCEMENT PURSUANT TO RULE 3.7 AND RULE 3.8 OF THE TAKEOVERS CODE

AND

RULE 17.10 OF THE GEM LISTING RULES

AND

INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE

AND

SUSPENSION AND RESUMPTION OF TRADING

This announcement is made pursuant to Rule 3.7 and Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board of directors (the “**Board**”) of Honbridge Holdings Limited (the “**Company**”) has noted the recent increase in the price of the shares of the Company. Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Board has been informed by Mr. He Xuechu (“**Mr. He**”), an executive director of the Company and the holder of 68% interest in Hong Bridge Capital Limited (“**Hong Bridge**”), the controlling shareholder (within the meaning of the GEM Listing Rules) of the Company, that Mr. He is in discussions with a potential

purchaser (the “**Potential Purchaser**”) in relation to a possible acquisition of interests in Hong Bridge by the Potential Purchaser (the “**Possible Transaction**”), which in turn raises the possibility of an acquisition of indirect interests in the Shares (as defined below) that may lead to the obligation of the Potential Purchaser to make an offer under Rule 26.1 of the Takeovers Code. No legally binding agreement or memorandum of understanding has been entered into in respect of the Possible Transaction as at the date of this announcement. The discussions are still in progress and the Possible Transaction may or may not proceed.

As at the date of this announcement, Hong Bridge, a company beneficially owned as to 68% by Mr. He and 32% by Mr. Li Xingxing, is the controlling shareholder of the Company holding 4,065,000,000 Shares (as defined below), representing approximately 65.4% of the entire issued share capital of the Company.

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the GEM Listing Rules and the Takeovers Code (as the case may be).

Securities of the Company

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company comprise 6,215,679,716 shares in issue of HK\$0.001 each (the “**Share**”), convertible bonds which are convertible into 2,000,000,000 Shares and 130,000,000 outstanding options as at the date of this announcement. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

Dealing disclosure

In accordance with Rule 3.8 of the Takeovers Code, associates of the Company (including shareholders of the Company having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

There is no assurance that any transaction mentioned in this announcement will materialize and the discussions may or may not lead to a general offer. Shareholders of the Company and public investors are urged to exercise caution when dealing in the shares and/or other securities of the Company.

Suspension and resumption of trading

Trading of the Shares has been suspended with effect from 9 a.m. on 3 December 2013. The Company has applied to The Stock Exchange of Hong Kong Limited for the resumption of trading in the Shares on the Stock Exchange with effect from 9 a.m. on 4 December 2013.

By order of the Board
Honbridge Holdings Limited
YEUNG Ho Ming
Company Secretary

Hong Kong, 3 December 2013

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

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.

As at the date of this announcement, the Board comprises Mr. He Xuechu, Mr. Liu Wei, William and Mr. Shi Lixin as executive Directors; Mr. Ang Siu Lun, Lawrence and Mr. Yan Weimin as non-executive Directors and Mr. Chan Chun Wai, Tony, Mr. Fok Hon and Mr. Ma Gang as independent non-executive Directors.

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the day of its posting and on the Company’s website www.8137.hk.