

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)

**UPDATE
IN RELATION TO
THE POSSIBLE COOPERATION
AND
THE MEMORANDUM OF UNDERSTANDING
IN RESPECT OF A POSSIBLE ISSUE OF CONVERTIBLE BONDS
AND GRANT OF OPTIONS**

This announcement is made by Honbridge Holdings Limited (the “**Company**”) pursuant to 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 (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the Company’s announcement dated 11 March 2015 in relation to a Possible Cooperation and the signing of a Memorandum of Understanding (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise defined herein or the context otherwise requires.

The Company would like to provide its shareholders, investors and potential investors an update in respect of the Possible Cooperation and the Memorandum of Understanding. Pursuant to the Memorandum of Understanding, New Hope Group shall have 60 days from the date of the Memorandum of Understanding, which is 9 March 2015, to conduct due diligence against the Group. The Company and New Hope Group shall use reasonable endeavours to negotiate the terms of and enter into the Formal Agreements within 60 days from the date of the Memorandum of Understanding or such longer period as agreed by the Company and New Hope Group.

As details of the Possible Cooperation is still under negotiation between the Company and New Hope Group and more time is required for the New Hope Group to perform due diligence, the due diligence has not been completed and no Formal Agreements have been entered into at the date of this announcement. Nevertheless, the Company and New Hope Group have agreed on 7 May 2015 to continue the negotiation and due diligence and extend the effective date to 8 July 2015 (or such other date as may be agreed by the parties).

If there is any update in respect of the Possible Cooperation and due diligence, the Company will make further announcement as and when appropriate in accordance with the GEM Listing Rules.

Save for the extension of the effective date of the Memorandum of Understanding, all other terms of the Memorandum of Understanding remain unchanged.

The Board wishes to emphasis that no legally-binding agreement in relation to the Possible Cooperation and the possible issue of convertible bonds and grant of options has been entered into as at the date of this announcement. Shareholders and potential investors of the Company should note that the Possible Cooperation and possible issue of convertible bonds and grant of options may or may not proceed and are advised to exercise caution when dealing in the shares of the Company. If the Possible Cooperation and the possible issue of convertible bonds and grant of options materialises, the Company will make further announcement as and when appropriate in accordance with the GEM Listing Rules.

On behalf of the Board
Honbridge Holdings Limited
YEUNG Ho Ming
Company Secretary

Hong Kong, 7 May 2015

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

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.