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HONBRIDGE HOLDINGS LIMITED

(incorporated in the Cayman islands with limited liability)

(stock code : 8137)

COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE AND INSIDE INFORMATION

Placing Agent



The Board is pleased to announce that all of the conditions of the Placing have been fulfilled and the completion of the Placing took place on 30 June 2015.

An aggregate of 754,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$1.12 per Placing Share pursuant to the terms and conditions of the Placing Agreement, and the net proceeds are approximately \$HK836.7 million.

In addition, since the Company and New Hope Group have failed to reach consensus on the Possible Cooperation and the Proposed Transactions pursuant to the Memorandum of Understanding, the parties have agreed to amicably terminate the negotiation.

References are made to the announcement of Honbridge Holdings Limited (the “**Company**”) dated 7 May 2015 and 19 June 2015 (the “**Announcements**”) and the circular of the Company dated 29 May 2015 (the “**Circular**”). Unless defined otherwise, capitalized terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

COMPLETION OF THE PLACING

The Board is pleased to announce that all of the conditions of the Placing have been

fulfilled and the Completion took place on 30 June 2015. An aggregate of 754,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$1.12 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, each of the Placees and whose respective ultimate beneficial owner(s) are Independent Third Parties and none of the Placees and their ultimate beneficial owners has become a substantial shareholder of the Company immediately upon Completion.

The maximum net proceeds from the Placing, after deduction of commission payable to the Placing Agent and other expenses incidental to the Placing, is approximately HK\$836.7 million which is intended to be used as to (i) approximately HK\$593.7 million in new energy vehicle related projects; (ii) approximately HK\$126 million in the preliminary work of the Brazilian iron ore project; and (iii) the remaining HK\$117 million as general working capital of the Group or supplement the above two areas.

SHAREHOLDING STRUCTURE OF THE COMPANY

754,000,000 Placing Shares represent approximately 9.6% of the enlarged issued share capital of the Company immediately after completion of the Placing. The aggregate nominal value of the Placing Shares issued under the Placing is HK\$754,000.

Set out below is the shareholding structure of the Company immediately before and after completion of the Placing:

Shareholders	Immediately before completion of the Placing		Upon completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Hong Bridge (Note 1)	4,065,000,000	57.19	4,065,000,000	51.71
He Xuechu	57,939,189	0.82	57,939,189	0.74
Foo Yatyan (Note 2)	22,460,000	0.32	22,460,000	0.29
Li Shufu (Note 3)	103,064,000	1.45	103,064,000	1.31
Geely HK (Note 4)	250,675,675	3.53	250,675,675	3.19
Liu Wei (Note 5)	9,002,000	0.13	9,002,000	0.11
Chan Chun Wai (Note 5)	1,000,000	0.01	1,000,000	0.01
Shagang International (Hong Kong) Co., Limited	446,000,000	6.27	446,000,000	5.67
The Placees	-	-	754,000,000	9.59
Other public Shareholders	<u>2,152,430,742</u>	<u>30.28</u>	<u>2,152,430,742</u>	<u>27.38</u>
Total	<u>7,107,571,606</u>	<u>100.00</u>	<u>7,861,571,606</u>	<u>100.00</u>

Notes:

1. Mr. He Xuechu (“Mr. He”) is a controlling Shareholder and an executive Director, and holds 68% equity interest of Hong Bridge, and Mr. Li Xing Xing holds 32% equity interest of Hong Bridge.
2. Ms. Foo Yatian is the spouse of Mr. He.
3. Mr. Li Shufu holds 90% equity interest of Zhejiang Geely, and Zhejiang Geely held the entire issued share capital of Geely HK.
4. Geely HK holds HK\$740,000,000 convertible notes of the Company with a conversion price of HK\$0.37 per conversion Share.
5. Mr. Liu Wei is an executive Director and Mr. Chan Chun Wai is an independent non-executive Director.

TERMINATION OF THE POSSIBLE COOPERATION AND MEMORANDUM OF UNDERSTANDING

The disclosure below is made pursuant to Rule 17.10 of 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).

This paragraph is made reference to the announcement of the Company dated 11 March 2015 and 7 May 2015. The Company would like to update its shareholders, investors and potential investors the latest information about the Possible Cooperation and the Memorandum of Understanding. Since the Company and New Hope Group have failed to reach consensus on the Possible Cooperation and the possible issue of convertible bonds and grant of options (the "**Proposed Transactions**") pursuant to the Memorandum of Understanding, the parties have agreed to amicably terminate the negotiation.

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

Hong Kong, 30 June 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 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 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 announcement misleading.

This announcement will appear on the GEM website (www.hkgem.com) for at least seven days after the date of publication and on the website of the Company (www.8137.hk).