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HONBRIDGE HOLDINGS LIMITED

(incorporated in the Cayman islands with limited liability)

(stock code : 8137)

ANNOUNCEMENT IN RELATION TO BRAZIL SAM IRON MINING PROJECT

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 of Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

BACKGROUND

Reference is made to the Company’s announcements in relation to the Acquisition dated 16 April 2010, 1 December 2010, 24 December 2010, 20 January 2011, 4 April 2011, 11 May 2011, 31 May 2011, 23 April 2012, 4 July 2012, 18 July 2012, 12 September 2012 and 14 January 2013, the Company’s announcement in relation to, among others, the Supplemental SPA dated 7 February 2013 (the “**Announcement**”), and the Company’s announcement in relation to the Closing dated 28 March 2013 (the “**Closing Announcement**”), as well as the Company’s circular dated 5 November 2010 (the “**Circular**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement, Closing Announcement and the Circular unless otherwise stated.

As set out in the Announcement and the Closing Announcement, Closing occurred on 28 March 2013 and SAM became a subsidiary of the Company whereby all of SAM shares, except for the Golden Share, were transferred from Lit Mining to New Trinity. The Golden Share will only be transferred from Lit Mining to New Trinity upon making the Approvals Payment. Infinite Sky has pledged, among other things, the New Trinity Certificate to the Custodian in favour of VNN and Lit Mining. The Pledged Interests served as a collateral security for obligation of the Company and

Infinite Sky to make the Approvals Payment. The Approvals Payment (being US\$115,000,000) is required to be made on the tenth Business Day following the Approval Date (or the date on which the requirements that all Required Approvals be obtained be waived).

UPDATE

Pursuant to the Share Purchase Agreement (as amended by the Supplemental SPA), on the tenth Business Day following the earlier of (i) the Approval Date, and (ii) the date Infinite Sky waives in writing the requirement that all Required Approvals be obtained:

- (1) the Company, Infinite Sky and/or New Trinity shall:
 - (A) pay the Approvals Payment (being US\$115,000,000); and
 - (B) execute and deliver a joint notice with Lit Mining and VNN to the Custodian, directing the Custodian to release and deliver the New Trinity Certificate, accompanied by the relating stock power (i.e. an instrument authorising the transits of stock to the transferee) to Infinite Sky free and clear of any encumbrances;
- (2) Lit Mining or VNN shall:
 - (A) execute and deliver to Infinite Sky a certificate stating that the Required Approvals have been obtained;
 - (B) execute and deliver a joint notice with Infinite Sky to the Custodian, directing the Custodian to release and deliver the New Trinity Certificate, accompanied by the relating stock power (i.e. an instrument authorising the transits of stock to the transferee), to Infinite Sky, free and clear of any encumbrances; and
 - (C) deliver to Infinite Sky a certificate representing the Golden Share, duly endorsed by VNN in blank or accompanied by a stock power duly endorsed by VNN in blank.

Also pursuant to the Share Purchase Agreement (as amended by the Supplemental SPA), if the transactions contemplated in the above paragraph have not been consummated by 11:59 p.m. New York City time on 5 September 2014 (the “**Termination Date**”), VNN, Lit Mining or Infinite Sky has the right to terminate the Share Purchase Agreement (as amended by the Supplemental SPA), provided that the right to terminate shall not be exercisable by any party whose failure to comply with the Share Purchase Agreement or the other Transaction Documents has materially contributed to, or resulted in, the failure of the transactions contemplated above to occur on or prior to the Termination Date (the “**Termination Provisions**”),

On 5 September 2014 (New York City time), the Required Approvals had not been fully obtained. Accordingly, Infinite Sky issued a termination notice to VNN and Lit Mining pursuant to the Termination Provisions on 6 September 2014 (New York City time), requesting (i) VNN and Lit Mining's execution of the joint instructions to the Custodian to release the New Trinity Certificate to Infinite Sky; (ii) transfer of the Golden Share to New Trinity; and (iii) VNN and Lit Mining's execution of the release relating to the Brazilian Security Agreement.

Further announcement will be made by the Company as and when appropriate in accordance with the GEM Listing Rules.

On behalf of the Board
Honbridge Holdings Limited
LIU Wei, William
Director and Chief Executive Officer

Hong Kong, 8 September 2014

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: (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 "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.