

*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 COMPLETION OF CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF SHARES AND LOANS OF TRIUMPHANT GLORY AND ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE**

The Board is pleased to announce that the Acquisition was completed on 26 September 2014 in accordance with the terms of the Acquisition Agreement.

The Board is also pleased to announce that the issue of a total of 428,891,890 Consideration Shares by the Company for settling the total Consideration of HK\$634,760,000 for the Acquisition, was completed on 26 September 2014.

Listing of and permission to deal in the Consideration Shares have already been granted by the Listing Committee of the Stock Exchange.

We refer to the circular of Honbridge Holdings Limited (the “Company”) dated 1 September 2014 (the “Circular”) and the announcement dated 19 September 2014 in regard to a discloseable transaction and connected transaction in relation to the Acquisition of shares and loans of Triumphant Glory involving the allotment and issue of Consideration Shares under Specific Mandate.

Unless otherwise specified, capitalized terms used in this announcement shall have the same meaning as defined in the Circular.

## 1. COMPLETION OF THE ACQUISITION OF SHARES AND LOANS OF TRIUMPHANT GLORY

On 2 July 2014, the Company and the Vendors entered into the Acquisition Agreement, pursuant to which the Company has agreed to acquire 90.68% of the total issued share capital of Triumphant Glory from the Vendors. The Acquisition Agreement and the issue of Consideration Shares under Specific Mandate were approved by the Independent Shareholders of the Company at the extraordinary general meeting held on 19 September 2014.

The Board is pleased to announce that all the conditions precedent to the Acquisition have been satisfied and the Completion took place on 26 September 2014. Following the Completion, Triumphant Glory has become a 90.68%-owned subsidiary of the Company, and the financial results of Triumphant Glory Group will be consolidated into the Group.

## 2. ISSUE OF CONSIDERATION SHARES

The Board is also pleased to announce that the allotment and issue of an aggregate of 428,891,890 Consideration Shares by the Company for settling of the total Consideration for the Acquisition was completed on 26 September 2014.

Listing of and permission to deal in the Consideration Shares have already been granted by the Listing Committee of the Stock Exchange.

## 3. SHAREHOLDING STRUCTURE

To the best of the Directors' knowledge and based on publicly available information including various filings made under the SFO, the shareholding structure of the Company immediately after the allotment and issue of the Consideration Shares is as follows:

Shareholders	Immediately before the allotment and issue of the Consideration Shares		After the allotment and issue of the Consideration Shares	
	No. of Shares	%	No. of Shares	%
Hong Bridge (Note 1)	4,065,000,000	65.4	4,065,000,000	61.1
Mr. He Xuechu	—	—	57,939,189	0.9
Ms. Foo Yatyan (Note 2)	22,460,000	0.4	22,460,000	0.3
Mr. Li Shufu (Note 3)	103,064,000	1.7	103,064,000	1.6
Geely HK (Note 4)	—	—	250,675,675	3.8
Other public Shareholders	<u>2,025,155,716</u>	<u>32.5</u>	<u>2,145,432,742</u>	<u>32.3</u>
Total	<u>6,215,679,716</u>	<u>100.00</u>	<u>6,644,571,606</u>	<u>100.00</u>

*Notes:*

1. As at the date of this announcement, 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 Yatyan is the spouse of Mr. He.
3. As at the date of this announcement, Mr. Li Shufu holds 90% equity interest of Zhejiang Geely, and Zhejiang Geely held the entire issued share capital of Geely HK.
4. As at the date of this announcement, Geely HK holds HK\$740,000,000 convertible notes of the Company with a conversion price of HK\$0.37 per conversion Share.

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

Hong Kong, 26 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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM 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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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 date of posting and on the Company’s website [www.8137.hk](http://www.8137.hk).*