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中國港橋控股有限公司

China HKBridge Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

VOLUNTARY ANNOUNCEMENT REGARDING FULFILMENT OF VESTING CONDITIONS OF THE SHARE AWARD SCHEME AND THE VESTING OF AWARD SHARES

The vesting conditions of the Share Award Scheme of the Company have been fulfilled following the achievement of the Expected Return Percentage by the Company for the financial year ended 31 December 2016. 12,000,000 Connected Award Shares shall be transferred to each of the Connected Beneficiaries upon expiry of 31 March 2017.

The Company refers to its announcements dated 17 May 2016 in relation to the adoption of the Share Award Scheme, 17 May 2016 and 24 August 2016 in relation to the issue of new shares under the Share Award Scheme and connected transaction issue of new shares to a connected person under the Share Award Scheme (the “**Announcements**”) and the circulars dated 5 July 2016 and 30 September 2016 (the “**Circulars**”). Unless otherwise stated, capitalized terms used herein bear the same meanings as defined in the Announcements and the Circulars.

1. THE SHARE AWARD SCHEME

On 17 May 2016, the Board adopted the Share Award Scheme with immediate effect for the purposes of (i) providing the Beneficiaries with an opportunity to acquire a proprietary interest in the Company; (ii) encouraging and retaining the Beneficiaries to work with the Company; and (iii) providing additional incentive for the Beneficiaries to achieve performance goals, with a view to achieving the objectives of increasing the value of the Company and aligning the interests of the Beneficiaries directly to the shareholders of the Company through ownership of Shares.

2. ISSUE OF AWARD SHARES PURSUANT TO THE SHARE AWARD SCHEME

On 17 May 2016 and 24 August 2016 respectively, the Board has resolved to award Mr. Liu Tingan and Mr. Zhou Huorong (each a Director and “**Connected Beneficiary**”, together the “**Connected Beneficiaries**”) an aggregate of 60,000,000 Award Shares each (the “**Connected Award Shares**”) by way of issue and allotment of new Shares pursuant to a specific mandate (the “**Specific Mandate**”), which was obtained in special general meetings convened by the Company on 20 July 2016 and 27 October 2016, respectively (the “**SGMs**”).

Upon issuance and allotment of the new Shares, the Trustee will hold the new Award Shares in trust for the Connected Beneficiaries and such new Award Shares shall be transferred to the Connected Beneficiaries upon fulfilment of the vesting conditions.

3. THE VESTING CONDITIONS OF THE SHARE AWARD SCHEME AND FULFILMENT OF SUCH VESTING CONDITIONS

The issue and allotment of the Connected Award Shares to the Connected Beneficiaries shall be subject to the following conditions:

- 1) the approval by the independent shareholders (the “**Independent Shareholders**”) at the SGM in respect of the issue and allotment of the Connected Award Shares and the Specific Mandate;
- 2) the granting of the listing approval by the Stock Exchange in respect of the Connected Award Shares;
- 3) the Connected Beneficiaries still being Directors or members of the senior management of the Company (subject to approval of shareholders at the annual general meeting); and
- 4) the achievement of the Expected Return Percentage by the Company.

The Company is pleased to announce that the above vesting conditions of the Share Award Scheme have been fulfilled:

- 1) the Independent Shareholders have approved the issue and allotment of the Connected Award Shares and the Specific Mandate at the SGMs;
- 2) the Stock Exchange has granted the listing approval in respect of the Connected Award Shares;
- 3) the Connected Beneficiaries are still Directors of the Company; and
- 4) according to the audited consolidated financial statements of the Company, the Expected Return Percentage in respect of the financial year ended 31 December 2016 has been achieved.

4. VESTING OF SHARES ON THE CONNECTED BENEFICIARIES

As the vesting conditions of the Award have been fulfilled, 12,000,000 Award Shares will be transferred to each of Mr. Liu and Mr. Zhou, respectively, upon expiry of 31 March 2017.

For the purposes of vesting of the Award, the Board will direct and procure the Trustee to release from the Trust the Award Shares to the Connected Beneficiaries by transferring 12,000,000 Award Shares to each of the Connected Beneficiaries.

By order of the Board of
China HKBridge Holdings Limited
Liu Tingan
Chairman and Chief Executive Officer

Hong Kong, 31 March 2017

As at the date of this announcement, the board of directors of the Company comprises Mr. Liu Tingan, Mr. Cheok Ho Fung and Mr. Zhou Huorong being executive Directors; Mr. Mao Yumin as non-executive Director; and Mr. Ng Man Kung, Dr. Ngai Wai Fung and Mr. Lau Fai Lawrence being independent non-executive Directors.