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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)

**DISCLOSEABLE TRANSACTION
SUPPLEMENTAL AGREEMENT IN RELATION TO
ACQUISITION OF LISTED SECURITIES
AND ACCEPTANCE OF THE OPTION AND
EXTENSION OF THE LONG STOP DATE IN RELATION
TO THE SECOND TRANCHE CIC SHARES AND
COMPLETION OF THE ACQUISITION
OF THE FIRST TRANCHE CIC SHARES**

Reference is made to the announcement of China HKBridge Holdings Limited (the “**Company**”) dated 28 April 2017 (the “**Announcement**”) in relation to, among other matters, the acquisition of the Acquisition Shares by the Purchaser from the Vendor pursuant to the Agreement. Capitalised terms used herein have the same meanings as those defined in the Announcement, unless otherwise defined in this announcement.

As disclosed in the Announcement, it was agreed that the Purchaser shall purchase the Acquisition Shares on or before the Long-stop Date, that is on or before 30 May 2017.

SUPPLEMENTAL SALES AND PURCHASE AGREEMENT

Subsequent to the Agreement, the Purchaser and the Vendor agreed to complete the acquisition of the Acquisition Shares in two separate tranches. The Board therefore wishes to announce that on 29 May 2017 (after trading hours), the Purchaser and the Vendor entered into a supplemental sales and purchase agreement (the “**Supplemental Agreement**”) pursuant to which the Purchaser agreed to complete the acquisition of the Acquisition Shares in two separate tranches. The (i) long stop date in relation to the acquisition of the first tranche of the Acquisition Shares which consists of 90,000,000 CIC Shares (the “**First Tranche CIC Shares**”) will remain on or before 30 May 2017 (the “**First Long Stop Date**”); while (ii) the long stop date in relation to the acquisition of the second tranche of the Acquisition Shares which consists of the remaining 110,000,000 CIC Shares (the “**Second Tranche CIC Shares**”) will be extended to on or before 29 July 2017 (the “**Second Long Stop Date**”).

The completion of the acquisition of the Second Tranche CIC Shares is conditional upon the fulfillment of, among others:

- (i) the passing of the necessary resolutions by the Purchaser approving the completion of the Second Tranche CIC Shares and all other transactions contemplated hereunder and the granting of such regulatory approvals as may be necessary, including without limitation in accordance with the Listing Rules and other applicable laws; and
- (ii) the due execution of the Second Tranche Option Deed (as defined below) relating to the Second Tranche CIC Shares (see below for details).

The date of completion of the acquisition of the Second Tranche CIC Shares (“**2nd Completion**”) shall be the third business day after the last outstanding condition have been fulfilled or waived (or such other date agreed by the Purchaser and the Vendor in writing).

SUPPLEMENTAL PUT OPTION DEED

As mentioned in the Announcement, the Option Deed was also entered into between the Purchaser and the Vendor on 28 April 2017, pursuant to which the Purchaser has the sole discretion to put the Acquisition Shares (i.e. 200,000,000 CIC Shares) back to the Vendor at an exercise price of HK\$1.15 per CIC Share on the First Exercise Date on the condition that prior written consent has been accepted by the Vendor for the exercise of the put option, and at an exercise price of HK\$1.20 per CIC Share on the Second Exercise Date without the need of obtaining prior written consent from the Vendor. The total premium payable for the Option under the Option Deed is HK\$1.00.

As the acquisition of the Acquisition Shares is now divided into two separate tranches, a supplemental put option deed (“**Supplemental Option Deed**”) was entered into to amend the Option Deed so that the Option Deed just cover the put option of the First Tranche CIC Shares and that the Supplemental Agreement requires that a separate deed of put option (“**Second Tranche Option Deed**”) relating to the Second Tranche CIC Shares to be entered into between the Purchaser and the Vendor as a condition precedent to the 2nd Completion.

In the Supplemental Option Deed and the Second Tranche Option Deed, it is clarified that the First Exercise Date (i.e. 90th day immediately after the completion) and the Second Exercise Date (i.e. 180th day immediately after the completion) of the First Tranche CIC Shares and the Second Tranche CIC Shares should run from corresponding completion dates of respective tranches of CIC Shares. The exercise prices on respective exercise dates remain unchanged.

Accordingly, the Lock-up Period as stipulated under the Agreement was adjusted to reflect the change in completion dates of the First Tranche CIC Shares and the Second Tranche CIC Shares. Under the Supplemental Agreement, the Supplemental Option Deed and the Second Tranche Option Deed, there will be two lock-up periods, which run from the completion date of the First Tranche CIC Shares or the completion date of the Second Tranche CIC Shares until the earliest of those events as defined in the Lock-Up Period under the Agreement. Those events mentioned in the Lock-up Period are the same as those under the Agreement and the Supplemental Agreement.

Save as disclosed in this announcement, all the materials terms and conditions of the Agreement shall remain unchanged and in full force and effect.

COMPLETION OF THE FIRST TRANCHE CIC SHARES

The Board is pleased to announce that all the conditions precedent to the acquisition of the First Tranche CIC Shares have been fulfilled and completion of the acquisition of the First Tranche CIC Shares took place on 29 May 2017.

Following the completion of the acquisition of the First Tranche CIC Shares, the Company, through the Purchaser, its wholly owned subsidiary, indirectly owns 3.15% of the entire issued share capital of Crown International.

Shareholders and potential investors should note that the completion of the acquisition of the Second Tranche CIC Shares may or may not take place. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 29 May 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; and Mr. Mao Yumin, being non-executive director and Mr. Ng Man Kung, Dr. Ngai Wai Fung and Mr. Lau Fai Lawrence being independent non-executive directors.