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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)

RESULTS OF THE RIGHTS ISSUE OF 732,000,000 RIGHTS SHARES ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that all the conditions set out in the Underwriting Agreement had been fulfilled and the Underwriting Agreement was not terminated by the Underwriter prior to the Latest Termination Time, the Rights Issue became unconditional at 4:00 p.m. on Tuesday, 21 November 2017.

As at 4:00 p.m. on Monday, 20 November 2017, being the Latest Acceptance Time, a total of 14 valid applications and acceptances in respect of a total of 339,972,043 Rights Shares had been received, which comprise:

- (i) 11 valid acceptances for provisional allotments under the PALs in respect of a total of 328,278,043 Rights Shares, representing approximately 44.85% of the total number of 732,000,000 Rights Shares available for subscription under the Rights Issue; and
- (ii) 3 valid applications for excess Rights Shares under the EAFs in respect of a total of 11,694,000 Rights Shares, representing approximately 1.59% of the total number of 732,000,000 Rights Shares available for subscription under the Rights Issue.

In aggregate, the valid acceptances and applications represented approximately 46.44% of the total number of 732,000,000 Rights Shares available for subscription under the Rights Issue.

Pursuant to the Irrevocable Undertakings, the Underwriter and China Tian Yuan have subscribed for a total of 290,096,333 Rights Shares provisionally allotted to them under the PAL.

Based on the subscription results, the Rights Issue was under-subscribed by 392,027,957 Rights Shares, representing approximately 53.56% of the total number of Rights Shares being offered for subscription under the Rights Issue. In accordance with the terms of the Underwriting Agreement, the Underwriter had performed its underwriting obligations and all Untaken Shares were subscribed by the Underwriter.

DESPATCH OF SHARE CERTIFICATES

The share certificates for the fully-paid Rights Shares are expected to be posted on or before Tuesday, 28 November 2017 to those entitled thereto by ordinary post at their own risks.

COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 29 November 2017.

Reference is made to the prospectus (the “**Prospectus**”) of China HKbridge Holdings Limited (the “**Company**”) dated 3 November 2017 in relation to the rights issue on the basis of one rights shares for every two existing shares of the Company held on the record date. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless otherwise specified.

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EXCESS RIGHTS SHARES

Given the under-subscription of the Rights Shares, the Board has resolved to accept all 3 valid applications for excess Rights Shares under the EAFs in respect of a total of 11,694,000 Rights Shares and to allot and issue such number of Rights Shares to the relevant applicants in full. Shareholders applying for such excess Rights Shares will be fully allotted with the excess Rights Shares that they have applied for. Therefore, no refund cheques for wholly and partially unsuccessful valid applications for excess Rights Shares will be posted.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company immediately before and after Completion:

	(i) Immediately before Completion		(ii) Immediately after Completion	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Underwriter (<i>Note 1</i>)	340,192,667	23.24	902,316,957	41.09
Zhisheng (<i>Note 1</i>)	<u>170,097,333</u>	<u>11.62</u>	<u>170,097,333</u>	<u>7.75</u>
Sub-total of the Underwriter and parties acting in concert	510,290,000	34.86	1,072,414,290	48.84
Connected persons:				
China Tian Yuan (<i>Note 2</i>)	240,000,000	16.39	360,000,000	16.39
Mr. Liu (<i>Note 4</i>)	12,000,000	0.82	24,000,000	1.09

	(i) Immediately before Completion		(ii) Immediately after Completion	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
China Aim, which is a connected person immediately before Completion, and which will (having regard to the China Aim Undertaking) be treated a member of the public after Completion				
China Aim (<i>Note 3</i>)	200,000,000	13.66	200,000,000	9.11 (<i>Note 5</i>)
Public Shareholders	501,710,000	34.27	539,585,710	24.57 (<i>Note 5</i>)
Total	1,464,000,000	100.00	2,196,000,000	100.00

Notes:

1. The Underwriter is wholly-owned by Mr. Sun. He is the brother-in-law of Ms. He Yeqin (賀葉芹) (“**Ms. He**”), the sole shareholder of Zhisheng. Ms. He is the sister-in-law of Mr. Sun. Therefore, the Underwriter, Mr. Sun, Zhisheng and Ms. He are parties acting in concert under the Takeovers Code.
2. China Tian Yuan is wholly-owned by Ningxia Tian Yuan Manganese Industry Co., Ltd.* (寧夏天元錳業有限公司), which is in turn owned as to 99.62% by Mr. Jia, 0.19% by Ms. Dong Jufeng (東菊鳳) and Ms. Zhu Fenglian (朱鳳蓮), respectively.
3. China Aim is wholly-owned by Ms. Liu Hui (劉慧).
4. Mr. Liu is an executive Director.
5. Immediately after Completion, the shareholding of China Aim in the Company fell below 10% and it is no longer a substantial shareholder of the Company and hence, no longer a connected person of the Company.

* *For identification purpose only*

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

Hong Kong, 27 November 2017

As at the date of this announcement, the board of directors of the Company comprises Mr. Liu Tingan, and Mr. Cheok Ho Fung, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.