

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.



中國港橋控股有限公司
China HKBridge Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

DISCLOSABLE TRANSACTION SUPPLEMENTAL AGREEMENT IN RELATION TO THE DISPOSAL OF LISTED SECURITIES VIA A WHOLLY-OWNED SUBSIDIARY

Reference is made to the announcement of China HKBridge Holdings Limited (the “**Company**”) dated 29 December 2017 (the “**Announcement**”) in relation to, among other matters, the disposal of the Sale Shares and the Sale Debts at a total consideration of HK\$224,438,881 pursuant the terms of the SP 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 Consideration shall be settled in the following manner:

- a.) 20% of the Consideration (the “**First Instalment**”) shall be settled by the Purchaser executing and delivering to the Vendor a promissory note in the agreed form that the sum shall be paid on or before 31 January 2018; and
- b.) the remaining 80% of the Consideration (the “**Final Instalment**”) shall be settled by the Purchaser executing and delivering to the Vendor a promissory note in the agreed form that the outstanding sum shall be paid on or before 15 February 2018.

SUPPLEMENTAL SALES AND PURCHASE AGREEMENT

Subsequent to the entering into of the SP Agreement, the Purchaser settled the First Instalment on 30 January 2018. Due to more time is needed for the bankers of the Purchaser to process and approve its financing application during Chinese New Year period and after discussion and negotiations between the Purchaser and the Vendor, the parties agreed to extend the repayment date of the Final Instalment from 15 February 2018 to 30 April 2018. Accordingly, on 15 February 2018 (after trading hours), the Purchaser and the Vendor entered into a supplemental sales and purchase agreement (the “**Supplemental Agreement**”) pursuant to which the Vendor agreed to extend the repayment date of the Final Instalment to 30 April 2018. Under the promissory note delivered, the Purchaser will pay an interest accrued at the rate of 18% per annum on the outstanding amount, commencing from 16 February 2018 until the full settlement of the outstanding amount.

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

Reasons for and benefits of the extension of repayment date

Having considered the credibility and future investment cooperation opportunities between the Group and the Purchaser, the receipt of the First Instalment and the relatively high interest rate (i.e. 18% per annum) that can be generated from extending the repayment date of the Final Instalment, the Board believes that the conclusion of the Supplemental Agreement and the extension of the repayment date will increase the flexibility of the Disposal transaction, enhance the business relationship between our Group and the Purchaser and allow the Group to generate more interest income. The Directors are of the view that the terms of Supplemental Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

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

Hong Kong, 15 February 2018

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.