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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 STRATEGIC RESTRUCTURING AGREEMENT AND FORMATION OF THE RESTRUCTURING FUND

Reference is made to the announcement of the Company dated 13 February 2018 (the “**Announcement**”) in relation to the MOU relating to the proposed restructuring of Zhonghong. Capitalised terms in this announcement shall have the same meaning of those in the Announcement.

As set out in the Announcement, the MOU shall lapse if the parties to the MOU do not enter into the Formal Agreement on or before 31 March 2018 (or such later date as may be agreed by the parties).

The board of directors of the Company (the “**Board**”) would announce that, on 19 March 2018 (after trading hours), Shenzhen HKBridge, Zhonghong and Mr. Wang Yonghong (王永紅) (“**Mr. Wang**”), the sole shareholder of Zhonghong, entered into the strategic restructuring agreement (the “**Agreement**”).

FORMATION OF THE RESTRUCTURING FUND (THE “RESTRUCTURING FUND”)

Pursuant to the Agreement, Shenzhen HKBridge, coordinated with other independent lending General Partners, will set up the Restructuring Fund with the other General Partners. The total initial fund size of the Restructuring Fund is not more than RMB20.0 billion, of which qualified domestic institutional investor(s) would be responsible for a contribution of not more than RMB7.0 billion, and qualified foreign institutional investor(s) would be responsible for a contribution of USD2.0 billion (Approximately RMB13.0 billion). The qualified foreign institutional investors should contribute the subscribed amount into the Restructuring Fund in the PRC in accordance with relevant regulations and clause as described in the Agreement.

Shenzhen HKBridge will be appointed as the manager of the Restructuring Fund and participating in the debt, asset and shareholding restructuring of Zhonghong, as mentioned in the Announcement. The duration of the Restructuring Fund is 3 years, the details of the Restructuring Fund should be governed by the final executed agreement of the Restructuring Fund.

As at the date of this Announcement, the contribution of USD2.0 billion for the Restructuring Fund from foreign institutional investors have been subscribed, and some qualified domestic institutional investors are still under arrangement.

Further announcement(s) in relation to the Restructuring Fund will be made by the Company in accordance with all applicable requirements of the Listing Rules and when appropriate.

EXCLUSIVITY

Under the Agreement, Zhonghong and Mr. Wang have undertaken to all parties of the Agreement that they shall not negotiate or enter into any discussion and/ or agreements with third parties which are not a party of the Agreement concerning the Restructuring.

REASONS FOR AND BENEFITS OF THE PARTICIPATION IN THE RESTRUCTURING FUND

The Board believes that the participation in the Restructuring Fund will facilitate the Group's expansion of its financial services segment geographically. Shenzhen HKBridge is registered with the Asset Management Association of China (Registration Number: P1066570) to engage in the activities of fund management in the PRC.

THE AGREEMENT IS NOT LEGALLY BINDING AND DEFINITIVE AGREEMENTS WOULD NEED TO BE ENTERED INTO AMONG VARIOUS PARTIES, INCLUDING ZHONGHONG, FOR THE FORMAL ESTABLISHMENT OF THE RESTRUCTURING FUND AND THE RESTRUCTURING, AND THE RESTRUCTURING ITSELF IS LIKELY TO BE SUBJECT TO CONDITIONS THAT MAY OR MAY NOT BE FULFILLED. EXISTING AND POTENTIAL SHAREHOLDERS OF THE COMPANY SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY.

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

Hong Kong, 19 March 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.