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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)

**(1) POLL VOTING RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 23 OCTOBER 2017;
(2) INCREASE IN AUTHORISED SHARE CAPITAL;
(3) GRANT OF WHITEWASH WAIVER; AND
(4) COMMENCEMENT OF DEALINGS IN THE SHARES
ON AN EX-RIGHTS BASIS FOR RIGHTS ISSUE**

Reference is made to the circular (the “**Circular**”) of China HKBridge Holdings Limited (the “**Company**”) dated 29 September 2017, the notice (the “**SGM Notice**”) of the special general meeting of the Company (the “**SGM**”) dated 29 September 2017, the announcement of the Company dated 31 August 2017 (the “**Announcement**”) and the announcements of the Company dated 21 September 2017, 28 September 2017 and 18 October 2017 regarding, among others, (i) the proposed Increase in Authorised Share Capital, (ii) the proposed Rights Issue on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date; and (iii) the application for Whitewash Waiver. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular and the SGM Notice.

SGM POLL VOTING RESULTS

The Board is pleased to announce that all the proposed resolutions (the “**Resolutions**”) as set out in the SGM Notice were duly passed by the Shareholders (for the Resolution numbered (1)) and the Independent Shareholders (for the Resolution numbered (2)) as ordinary resolutions by way of poll at the SGM held on Monday, 23 October 2017 at 10:00 a.m. at Room 3601-02, Bank of America

Tower, 12 Harcourt Road, Central, Hong Kong. The vote-taking at the SGM was scrutinised by the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, which acted as the scrutineer for the vote-taking at the SGM.

The voting results by poll at the SGM in respect of the Resolutions as set out in the SGM Notice are as follows:

POLL VOTING RESULTS IN RESPECT OF THE RESOLUTIONS		Number of Votes (approximate % of the total shares voted)		Total number of votes cast
		FOR	AGAINST	
ORDINARY RESOLUTIONS				
1.	To approve the Increase in Authorised Share Capital from HK\$200,000,000 divided into 2,000,000,000 Shares of par value of HK\$0.10 each to HK\$500,000,000 divided into 5,000,000,000 Shares by the creation of an additional 3,000,000,000 Shares.	919,654,776 Shares (99.99%)	10 Shares (0.01%)	919,654,786 Shares
2.	To approve the Rights Issue, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder (including the Underwriting Agreement) in terms as set out in the SGM Notice.	409,364,776 Shares (99.99%)	10 Shares (0.01%)	409,364,786 Shares

The above table only provides a summary of the Resolutions. The full texts of the Resolutions were set out in the SGM Notice.

As at the date of the SGM, the total number of Shares in issue was 1,464,000,000 Shares.

As more than 50% of the votes were cast in favour of each of the above Resolutions, the Resolutions were duly passed as ordinary resolutions.

As at the date of SGM, no Shareholder was required to abstain from voting in respect of the Resolution numbered (1) regarding the Increase in Authorised Share Capital. Thus, the total number of Shares entitling the Shareholders to attend and vote on the Resolution numbered (1) at the SGM was 1,464,000,000 Shares.

Under the Listing Rules and the Takeovers Code, Mr. Liu, China Tian Yuan, Mr. Jia, China Aim, the Underwriter, Zhisheng and their respective associates and parties acting in concert with any of them, and those who has material interest in the Rights Issue, the Underwriting Agreement and/or the Whitewash Waiver (who held 962,290,000 Shares in aggregate) were required to and did abstain

from voting on Resolution numbered (2) above. Save for the aforementioned, no other Shareholder (i) was entitled to attend but required to abstain from voting in favour or (ii) was required to abstain from voting on Resolution numbered (2) above. Thus, the total number of Shares entitling the Independent Shareholders to attend and vote on the Resolution numbered (2) at the SGM was 501,710,000 Shares.

Saved as disclosed above and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Listing Rules. There were no Shareholders or any parties that have stated their intention in the Circular to vote against the Resolutions or to abstain having done so at the SGM.

INCREASE IN AUTHORISED SHARE CAPITAL

The Increase in Authorised Share Capital has become effective on 23 October 2017.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company before and after the Rights Issue, assuming there is no change in the issued share capital of the Company since the date of this announcement up to the Record Date:

	(i) As at the date of this announcement		(ii) Immediately after Completion, assuming all the Rights Shares and excess Rights Shares not taken up by China Aim are subscribed by the Qualifying Shareholders (except for China Aim)		(iii) Immediately after Completion, assuming no Qualifying Shareholders (other than the Underwriter and China Tian Yuan) applied for their provisional allotments of Rights Shares and excess Rights Issue	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
The Underwriter (Note 1)	340,192,667	23.24	510,289,000	23.24	952,192,667	43.36
Zhisheng (Note 1)	170,097,333	11.62	255,145,999	11.62	170,097,333	7.75
Sub-total of the Underwriter and parties acting in concert	510,290,000	34.86	765,434,999 (Note 5)	34.86	1,122,290,000	51.11

	(i) As at the date of this announcement		(ii) Immediately after Completion, assuming all the Rights Shares and excess Rights Shares not taken up by China Aim are subscribed by the Qualifying Shareholders (except for China Aim)		(iii) Immediately after Completion, assuming no Qualifying Shareholders (other than the Underwriter and China Tian Yuan) applied for their provisional allotments of Rights Shares and excess Rights Issue	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Connected persons:						
China Tian Yuan (Note 2)	240,000,000	16.39	360,000,000	16.39	360,000,000	16.39
Mr. Liu (Note 4)	12,000,000	0.82	18,000,000	0.82	12,000,000	0.55
China Aim, which is a connected person as at the date of this announcement, and which will (having regard to the China Aim Undertaking) be treated a member of the public after Completion						
China Aim (Note 3)	200,000,000	13.66	200,000,000 (Note 6)	9.11 (Note 6)	200,000,000	9.11 (Note 7)
Public Shareholders	501,710,000	34.27	852,565,000 (Notes 5, 6)	38.82 (Note 6)	501,710,000	22.84 (Note 7)
Total	<u>1,464,000,000</u>	<u>100.00</u>	<u>2,196,000,000</u>	<u>100.00</u>	<u>2,196,000,000</u>	<u>100.00</u>

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. Assuming the aggregate fractions of one Rights Share will be sold in the market or taken by other Qualifying Shareholders in the public.

6. Assuming other Qualifying Shareholders in the public apply for the 100,000,000 excess Rights Shares to which China Aim is entitled but are not taken up by China Aim pursuant to the China Aim Undertaking. Further, as the shareholding of China Aim in the Company will fall below 10% immediately after Completion, it will no longer be a substantial shareholder of the Company and hence, not a connected person of the Company. In such connection, the total shareholding of all public shareholders (including China Aim) in the Company will become 47.93%.
7. Immediately after Completion, assuming no Qualifying Shareholders (other than the Underwriter and China Tian Yuan) applied for their provisional allotments of Rights Shares and excess Rights Issue, the shareholding of China Aim in the Company will fall below 10% and it will no longer be a substantial shareholder of the Company and hence, no longer be a connected person of the Company. In such connection, the total shareholding of all public shareholders (including China Aim) in the Company will become 31.95%.

* *For identification purpose only*

GRANT OF THE WHITEWASH WAIVER

On 19 October 2017, the Executive granted the Whitewash Waiver, subject to (a) the issue of the new securities being approved by a vote of the Independent Shareholders at the SGM, to be taken on a poll; and (b) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Underwriter or parties acting in concert with it (including Zhisheng) between the date of the Announcement and the date of Completion.

As at the date of this announcement, condition (a) as mentioned above had been fulfilled. In addition, the Underwriter and parties acting in concert with it (including Zhisheng) had not acquired or disposed of any voting rights of the Company during the Relevant Period and up to the date of this announcement. Accordingly, subject to fulfillment of condition (b), no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by the Underwriter for all the Shares not already owned or agreed to be acquired by the Underwriter and parties acting or presumed to be acting in concert with it as a result of the Rights Issue and the Underwriting Agreement.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS FOR RIGHTS ISSUE

Pursuant to the expected timetable for the Rights Issue (subject to the Increase in Authorised Share Capital becoming effective), as set out in the Circular, (a) the last day of dealings in the Shares on a cum-rights basis will be Tuesday, 24 October 2017; and (b) the Shares will be dealt in on an ex-rights basis from Wednesday, 25 October 2017.

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, it is expected that (i) the Prospectus Documents will be despatched to the Qualifying Shareholders on Friday, 3 November 2017, and (ii) the Prospectus (without PAL or EAF) will be despatched to the Excluded Shareholder(s) (if any) for their information only, on the same date.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated or rescinded in accordance with the terms thereof. The conditions that must be fulfilled and/or waived in order for the Underwriting Agreement to become unconditional are set out under the paragraph headed “Conditions” in the section headed “The Underwriting Agreement” in the letter from the Board contained in the Circular. The situations where the Underwriting Agreement may be terminated or rescinded are set out in the section headed “Termination of the Underwriting Agreement” in the Circular. Accordingly, the Rights Issue may or may not proceed. Any Shareholders or potential investors contemplating any dealings in any Shares and/or nil-paid Rights Shares up to the latest time for the Rights Issue to become unconditional (i.e. 4:00 p.m. on Tuesday, 21 November 2017) will bear the risk that the Rights Issue could not become unconditional and may not proceed. The Shareholders and the public are reminded to exercise caution and recommended to consult their own professional advisers 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, 23 October 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.