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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.*



**GEELY GROUP LIMITED**

*(Incorporated in the British Virgin Islands  
with limited liability)*

**HONBRIDGE HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands  
with limited liability)*

**(Stock Code: 8137)**

**JOINT ANNOUNCEMENT**

**(1) COMPLETION OF THE SALE AND PURCHASE OF THE SALE SHARES  
(2) UNCONDITIONAL MANDATORY CASH OFFER BY  
GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED FOR AND  
ON BEHALF OF GEELY GROUP LIMITED TO ACQUIRE ALL  
THE ISSUED SHARES IN HONBRIDGE HOLDINGS LIMITED  
(OTHER THAN THOSE OWNED AND/OR AGREED TO BE ACQUIRED BY  
GEELY GROUP LIMITED AND PARTIES ACTING IN CONCERT WITH IT)  
AND TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS OF  
HONBRIDGE HOLDINGS LIMITED**

**Financial adviser to the Offeror**



**Guotai Junan Capital Limited**

Reference is made to the joint announcement dated 12 January 2023 (the “**Joint Announcement**”) issued by Honbridge Holdings Limited (the “**Company**”) and Geely Group Limited (the “**Offeror**”) in relation to, among other things, the Sale and Purchase Agreement and the Offers. Capitalized terms used herein shall have the same meanings as those defined in the Joint Announcement unless the context requires otherwise.

## **COMPLETION OF THE SALE AND PURCHASE OF THE SALE SHARES**

The Offeror and the Company (as informed by the Vendors and the Offeror) are pleased to announce that (1) all the conditions precedent under the Sale and Purchase Agreement have been satisfied (or waived, if applicable) and (2) Completion took place on 16 January 2023, pursuant to which the Offeror has acquired the Sale Shares from the Vendors.

Immediately after the Completion and as at the date of this joint announcement, the Offeror, Strong Target and Mr. He held 68.86%, 18.23% and 12.91% of the total number of issued shares of the Target Company.

The Target Company holds 4,065,000,000 Shares, representing approximately 41.25% of the total number of Shares in issue as at the date of this joint announcement.

The Offeror has acquired a statutory control (as referred to under the Takeovers Code) over the Target Company and the voting rights in the Company held by the Target Company have effectively passed to the Offeror. On the Completion Date, the Offeror has paid the Consideration by paying the Completion Cash Payment and issued the Promissory Notes.

## **UNCONDITIONAL MANDATORY CASH OFFERS**

As the Offeror has acquired a statutory control (as referred to under the Takeovers Code) over the Target Company and the Offeror and the Offeror Concert Parties are interested in approximately 62.40% in the Company, the Offeror is required to make an unconditional mandatory general offer for all the issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and the Offeror Concert Parties) pursuant to Note 8 to Rule 26.1 of the Takeovers Code and Practice Note 19 to the Takeovers Code.

The Offeror will, through GTJA Securities, make the Share Offer for all the Offer Shares pursuant to Note 8 to Rule 26.1 of the Takeovers Code and the Option Offer to cancel all outstanding Share Options pursuant to Rule 13 of the Takeovers Code.

As Completion has taken place before the Composite Document is despatched and the Offeror and the Offeror Concert Parties are interested in approximately 62.40% in the Company, the Offers will be unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

Details of the Offers will be set out in the Composite Document to be despatched.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document (accompanied by the forms of acceptance), containing, among other things, (i) the terms and conditions of the Offers; (ii) the expected timetable of the Offers; (iii) a letter of recommendation from the Independent Board Committee to the Offer Shareholders and the Optionholders in respect of the Offers; and (iv) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offers, accompanied by the relevant forms of acceptance and transfer is required to be posted within 21 days of the date of the Joint Announcement or such later date as the Executive may approve in accordance with the Takeovers Code.

Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

## **WARNING**

**The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement, and strongly recommend the Offer Shareholders and the Optionholders not to form a view on the Share Offer and the Option Offer, respectively, unless and until they have received and read the letter from the Independent Board Committee containing its recommendations to the Offer Shareholders and the Optionholders in respect of the Offers and the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee in respect of the Offers, which will be included in the Composite Document to be despatched to the Offer Shareholders and the Optionholders.**

**Shareholders, Optionholders and potential investors should exercise caution when dealing in the securities of the Company. If the Shareholders, Optionholders and potential investors are in any doubt about their position, they should consult their professional advisers.**

By order of the board of directors of  
**Geely Group Limited**  
**LI Shufu**  
*Director*

By order of the board of directors of  
**Honbridge Holdings Limited**  
**LIU Wei, William**  
*Executive Director and  
Joint Chief Executive Officer*

Hong Kong, 16 January 2023

*As at the date of this joint announcement, the Board comprises Mr. He Xuechu, Mr. Liu Jian and Mr. Liu Wei, William as executive Directors; Mr. Yan Weimin as non-executive Director and Mr. Chan Chun Wai, Tony, Mr. Ma Gang and Mr. Ha Chun as independent non-executive Directors.*

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

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Li Shufu. The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*This joint announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Listed Company Information” page for at least seven days from the date of its posting and on the Company’s website at <https://8137.hk/>.*