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## **Huge China Holdings Limited**

### **匯嘉中國控股有限公司**

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

(Stock Code: 428)

## **SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE**

Reference is made to the announcement (the “**Announcement**”) of Huge China Holdings Limited (formerly known as Harmony Asset Limited) (the “**Company**”) dated 17 July 2015, in respect of, among other things, the Company’s proposed placing of Convertible Bonds under the General Mandate. Terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

### **1. Supplemental Agreement**

The Board wishes to announce that the Company and the Placing Agent entered into a supplemental agreement (the “**Supplemental Agreement**”) on 30 July 2015 (after trading hours) to amend the long stop date of the Placing from 30 September 2015 to 19 August 2015. Subject to fulfilment of all the conditions precedent as provided on page 3 of the Announcement, the expected Completion Date will be on 19 August 2015.

Save as disclosed in this announcement, all other terms of the Placing Agreement shall remain unchanged and continue in full force and effect.

### **2. Clarifications to the Announcement**

In addition to the information disclosed in the Announcement, the Company wishes to provide the Shareholders and the public with the following additional information in relation to the Convertible Bonds:

1. *Events which may trigger change in the number of Conversion Shares*

There may be change in the number of Conversion Shares if any of the adjustment events set out on page 5 of the Announcement is triggered.

The Company confirms that presently it has no intention to carry out any of the adjustment events which may trigger the change in the number of Conversion Shares. The Directors are aware that the General Mandate will be fully utilised to its maximum limit upon completion of the Placing in full. In such events, the General Mandate would be insufficient to satisfy any issuance of additional Conversion Shares (the “**Additional Conversion Shares**”) (if any) as a result of any adjustment in the number of Conversion Shares arising from any of the adjustment events in accordance with the terms and conditions of the Convertible Bonds.

As such, the Company confirms and undertakes that it will comply with all relevant laws, rules and procedures, and will repay the amount of the Bond which may otherwise result in the issuance of the Additional Conversion Shares to the Bondholders in cash.

The Board confirms that, save for the above additional information, all other terms and conditions contained in the Placing Agreement (as amended and supplemented by the Supplemental Agreement) as disclosed in the Announcement remain unchanged.

2. *Conversion Price*

The Company also wishes to inform the Shareholders and the public that the initial Conversion Price of HK\$12.5 per Conversion Share (subject to adjustments as set out and in accordance with the terms and conditions of the Convertible Bonds) represents:

- (i) a premium of approximately 95.31% over the closing price of HK\$6.4 per Share as quoted on the Stock Exchange on the date of the Supplemental Agreement;
- (ii) a premium of approximately 94.16% over the average closing price of HK\$6.438 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Supplemental Agreement; and
- (iii) a premium of approximately 95.37% over the average closing price of HK\$6.398 per Share as quoted on the Stock Exchange for the last ten consecutive trading days immediately prior to the date of the Supplemental Agreement.

**Shareholders and potential investors should note that Completion of the Placing is subject to fulfillment of the conditions of the Placing Agreement (as amended and supplemented by the Supplemental Agreement). As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

By order of the Board  
**HUGE CHINA HOLDINGS LIMITED**  
**Chu, To Jonathan**  
*Executive Director*

Hong Kong, 30 July 2015

*As at the date of this announcement, the board of directors of the Company comprises of two executive directors, namely Mr. Cheng Ming Shun and Mr. Chu, To Jonathan; four non-executive directors, namely Mr. William Keith Jacobsen, Mr. Mak Hing Keung Thomas, Mr. Wu Ming Gai Terence and Mr. Chau Wai Hing, three independent non-executive directors, namely Mr. Sio Chan In Devin, Mr. Law Siu Hung Paul and Mr. Wong Ching Wan.*