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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)

PARTIAL COMPLETION OF PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

The Board is pleased to announce that partial completion of the placing of the Convertible Bonds in the aggregate principal amount of HK\$17,500,000 took place on 19 August 2015.

Reference is made to the announcements dated 17 July 2015 and 30 July 2015 (together, the “**Announcements**”) issued by Huge China Holdings Limited respectively in relation to the placing of the Convertible Bonds under the General Mandate. Unless otherwise stated or the context otherwise requires, the capitalised terms used in this announcement shall have the same meanings and effect as those defined in the Announcements.

On 19 August 2015, the Listing Committee of the Stock Exchange, upon application by the Company, granted, on a conditional basis, the listing of and permission to deal in a maximum of 1,400,000 Conversion Shares in an aggregate sum of HK\$17,500,000 at the initial conversion price of HK\$12.5 per Conversion Share (subject to adjustment). All other conditions precedent under the Placing Agreement have been fulfilled. The Board is pleased to announce that partial completion of the placing of the Convertible Bonds took place on 19 August 2015.

The Placing Agent has placed the Convertible Bonds in the aggregate principal amount of HK\$17,500,000 (the “**Placed Convertible Bonds**”) to not less than six Placees. To the best knowledge, information and belief of the Directors, the Placees and their ultimate beneficial owners are Independent Third Parties.

Based on the initial conversion price of HK\$12.5 per Conversion Share (subject to adjustments), a maximum of 1,400,000 Conversion Shares will be allotted and issued upon exercise of the conversion rights attaching to the Placed Convertible Bonds in full, representing approximately 3.58% of the existing issued share capital of the Company and approximately 3.46% of the issued share capital of the Company as enlarged by the issue of the relevant Conversion Shares. The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon partial completion of the Placing are set out as below:

	As at the date of this announcement		Immediately upon full conversion of the Placed Convertible Bonds at the initial Conversion Price	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Substantial Shareholders				
Seize Minute Limited (<i>note</i>)	8,517,465	21.81	8,517,465	21.05
Public Shareholders				
Placees	–	–	1,400,000	3.46
Other Shareholders	30,541,149	78.19	30,541,149	75.49
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Total	<u>39,058,614</u>	<u>100</u>	<u>40,458,614</u>	<u>100</u>

Note:

Seize Minute Limited, a company incorporated in the British Virgin Islands with limited liability, is wholly owned by MK Investments Limited. MK Investments Limited, a company incorporated in St. Kitts with limited liability, is wholly and beneficially owned by Mr. Kor Sing Mung Michael. Accordingly, Mr Kor Sing Mung Michael and MK Investments Limited are deemed to be interested in the Shares held by Seize Minute Limited under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The net proceeds from the partial completion of the Placing, after deduction of related expenses, are estimated to be approximately HK\$17,000,000 which are intended to be used by the Group for financing future investment opportunities and/or as general working capital of the Group.

Further announcement(s) will be made by the Company as and when the next tranche of the Convertible Bonds is issued.

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

Hong Kong, 19 August 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 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.