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GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00172)

UPDATE ON THE PROPOSED LISTING OF CHINA RONGZHONG ON THE MAIN BOARD OF THE STOCK EXCHANGE

DISCLOSEABLE TRANSACTION IN RELATION TO THE PROVISION OF INDEMNITIES

PROVISION OF INDEMNITY UNDER THE HONG KONG UNDERWRITING AGREEMENT

On 15 January 2016, Perfect Honour, a wholly-owned subsidiary of the Company, entered into the Hong Kong Underwriting Agreement with China Rongzhong, its executive directors, Alliance Capital, First Shanghai, Haitong and Huatai. Under the Hong Kong Underwriting Agreement, the Hong Kong Underwriters would, subject to certain conditions, severally but not jointly, agree, inter alia, to subscribe or procure subscribers for their respective applicable proportions of the Hong Kong Offer Shares being offered pursuant to the Hong Kong Public Offering.

Each of China Rongzhong and its executive directors has agreed, inter alia, to jointly and severally indemnify the Sole Sponsor, the Joint Global Coordinators and the Hong Kong Underwriters for certain losses which they may suffer, including losses arising from their performance of their obligations under the Hong Kong Underwriting Agreement and any breach by China Rongzhong, its executive directors and Perfect Honour of the Hong Kong Underwriting Agreement (the “Hong Kong Public Offering Underwriting Losses”).

Pursuant to the Hong Kong Underwriting Agreement, Perfect Honour has agreed that if any of the Hong Kong Public Offering Underwriting Losses cannot be fully indemnified by China Rongzhong and its executive directors, and written notice containing reasonable particulars in relation to remaining amount of the Hong Kong Public Offering Underwriting Losses has been delivered to Perfect Honour by an indemnified party within nine months from the Listing Date, it will indemnify the Sole Sponsor, the Joint Global Coordinators and the Hong Kong Underwriters for such remaining amount (the “Hong Kong Public Offering Indemnity”). The total liability of Perfect Honour under the Hong Kong Underwriting Agreement shall not exceed the amount equal to the Hong Kong Offer Shares times the Offer Price times Perfect Honour’s shareholding in China Rongzhong immediately prior to the Listing, which is 47.935%.

PROVISION OF INDEMNITY UNDER THE INTERNATIONAL UNDERWRITING AGREEMENT

On 21 January 2016 (after trading hours), Perfect Honour entered into the International Underwriting Agreement with China Rongzhong, its executive directors, Alliance Capital, First Shanghai, Haitong and Huatai. Under the International Underwriting Agreement, the International Underwriters would, subject to certain conditions, severally but not jointly, agree, inter alia, to purchase themselves or through their respective affiliates, or to procure purchasers and subscribers to purchase, their respective applicable proportions (as set out in the International Underwriting Agreement) of the International Placing Shares being offered pursuant to the International Placing.

Each of China Rongzhong and its executive directors has agreed, inter alia, to jointly and severally indemnify the Sole Sponsor, the Joint Global Coordinators and the International Underwriters for certain losses which they may suffer, including losses arising from their performance of their obligations under the International Underwriting Agreement and any breach by China Rongzhong, its executive directors and Perfect Honour of the International Underwriting Agreement (the “International Placing Underwriting Losses”).

Pursuant to the International Underwriting Agreement, Perfect Honour agreed that if any of the International Placing Underwriting Losses cannot be fully indemnified by China Rongzhong and its executive directors, and written notice containing reasonable particulars in relation to remaining amount of the International Placing Underwriting Losses has been delivered to Perfect Honour by an indemnified party within nine months from the Listing Date, it will indemnify Alliance Capital and First Shanghai for such remaining amount (the “International Placing Indemnity”, together with the Hong Kong Public Offering Indemnity are referred to as the “Indemnities”).

The total liability of Perfect Honour under the International Underwriting Agreement and the Hong Kong Underwriting Agreement shall not exceed the amount equals to the 100,000,000 China Rongzhong Shares times the Offer Price times Perfect Honour’s shareholding in China Rongzhong immediately prior to the Listing, which is 47.935%. Based on the maximum Offer Price, the maximum liability of Perfect Honour shall not exceed the amount of HK\$118,878,800.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, Mr. Xie Xiaoqing, Mr. Li Fan, Alliance Capital, First Shanghai, Haitong and Huatai are Independent Third Parties.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the aggregate maximum potential liability of Perfect Honour under the Indemnities exceeds 5% but less than 25% and all other applicable percentage ratios are less than 5%, the provision of the Indemnities pursuant to the Hong Kong Underwriting Agreement and the International Underwriting Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules. Therefore, it is subject to the reporting and announcement requirements.

References are made to the announcements of the Company dated 30 June 2015, 31 December 2015, 4 January 2016 and 18 January 2016 (the “Announcements”) in relation to the Proposed Listing. Unless otherwise specified, capitalised terms in this announcement shall have the same meanings given to them in the Announcements.

PROVISION OF INDEMNITY UNDER THE HONG KONG UNDERWRITING AGREEMENT

On 15 January 2016, Perfect Honour entered into the Hong Kong Underwriting Agreement with China Rongzhong, its executive directors, Alliance Capital, First Shanghai, Haitong and Huatai. Under the Hong Kong Underwriting Agreement, the Hong Kong Underwriters would, subject to certain conditions, severally but not jointly, agree, inter alia, to subscribe or procure subscribers for their respective applicable proportions of the Hong Kong Offer Shares being offered pursuant to the Hong Kong Public Offering.

Each of China Rongzhong and its executive directors has agreed, inter alia, to jointly and severally indemnify the Sole Sponsor, the Joint Global Coordinators and the Hong Kong Underwriters for certain losses which they may suffer, including losses arising from their performance of their obligations under the Hong Kong Underwriting Agreement and any breach by China Rongzhong, its executive directors and Perfect Honour of the Hong Kong Underwriting Agreement.

PRINCIPAL TERMS OF THE HONG KONG UNDERWRITING AGREEMENT

Date: 15 January 2016

Parties:

- (1) Alliance Capital, First Shanghai, Haitong and Huatai;
- (2) China Rongzhong and its executive directors (as first indemnifying parties); and
- (3) Perfect Honour (as second indemnifying party)

Period of indemnity provided by Perfect Honour: within nine months from the Listing Date

Pursuant to the Hong Kong Underwriting Agreement, Perfect Honour has agreed that if any of the Hong Kong Public Offering Underwriting Losses cannot be fully indemnified by China Rongzhong and its executive directors, and written notice containing reasonable particulars in relation to remaining amount of the Hong Kong Public Offering Underwriting Losses has been delivered to Perfect Honour by an indemnified party within nine months from the Listing Date, it will indemnify the Sole Sponsor, the Joint Global Coordinators and the Hong Kong Underwriters for such remaining amount. The total liability of Perfect Honour under the Hong Kong Underwriting Agreement shall not exceed the amount equal to the Hong Kong Offer Shares times the Offer Price times Perfect Honour's shareholding in China Rongzhong immediately prior to the Listing, which is 47.935%.

PROVISION OF INDEMNITY UNDER THE INTERNATIONAL UNDERWRITING AGREEMENT

On 21 January 2016 (after trading hours), Perfect Honour entered into the International Underwriting Agreement with China Rongzhong, its executive directors, Alliance Capital, First Shanghai, Haitong and Huatai. Under the International Underwriting Agreement, the International Underwriters would, subject to certain conditions, severally but not jointly, agree, inter alia, to purchase themselves or through their respective affiliates, or to procure purchasers and subscribers to purchase, their respective applicable proportions (as set out in the International Underwriting Agreement) of the International Placing Shares being offered pursuant to the International Placing.

Each of China Rongzhong and its executive directors has agreed, inter alia, to jointly and severally indemnify the Sole Sponsor, the Joint Global Coordinators and the International Underwriters for certain losses which they may suffer, including losses arising from their performance of their obligations under the International Underwriting Agreement and any breach by China Rongzhong, its executive directors and Perfect Honour of the International Underwriting Agreement.

PRINCIPAL TERMS OF THE INTERNATIONAL UNDERWRITING AGREEMENT

Date: 21 January 2016

Parties:

- (1) Alliance Capital, First Shanghai, Haitong and Huatai;
- (2) China Rongzhong and its executive directors (as first indemnifying parties); and
- (3) Perfect Honour (as second indemnifying party)

Period of indemnity provided by Perfect Honour: within nine months from the Listing Date

Pursuant to the International Underwriting Agreement, Perfect Honour has agreed that if any of the International Placing Underwriting Losses cannot be fully indemnified by China Rongzhong and its executive directors, and written notice containing reasonable particulars in relation to remaining amount of the International Placing Underwriting Losses has been delivered to Perfect Honour by an indemnified party within nine months from the Listing Date, it will indemnify Alliance Capital and First Shanghai for such remaining amount.

The total liability of Perfect Honour under the International Underwriting Agreement and the Hong Kong Underwriting Agreement shall not exceed the amount equals to the 100,000,000 China Rongzhong Shares times the Offer Price times Perfect Honour's shareholding in China Rongzhong immediately prior to the Listing, which is 47.935%. Based on the maximum Offer Price, the maximum liability of Perfect Honour shall not exceed the amount of HK\$118,878,800.

REASONS FOR AND BENEFITS OF PROVISION OF THE INDEMNITIES

As the date of this announcement, China Rongzhong is owned as to 47.935% by the Group and is a close associate of the Company. The Directors consider that the Group will benefit from the Proposed Listing of China Rongzhong as (i) the value of the Group's investment in China Rongzhong can be realized based on the market price; (ii) the Group will have another public market channel to realise its investment when it considers necessary; and (iii) it may increase the flexibility of financing sources if its investment in China Rongzhong is publicly traded securities. Upon the completion of the Proposed Listing, the Group will hold approximately 35.95% of China Rongzhong (without taking into account any China Rongzhong Shares which may be allotted and issued upon the exercise of the over-allotment option (as defined in the Prospectus) and the share option scheme of China Rongzhong) and remain as the largest shareholder of China Rongzhong upon the Proposed Listing and will be entitled to share the operating results of the China Rongzhong Group.

Having considered the above and after taking into account of the terms of the Hong Kong Underwriting Agreement and the International Underwriting Agreement, the Directors consider that the provisions of the Indemnities under the Hong Kong Underwriting Agreement and the International Underwriting Agreement are on normal commercial terms, fair and reasonable, and in the interests of the Group and the Shareholders as a whole.

INFORMATION OF THE COMPANY AND THE COUNTERPARTIES

1. The Company and its subsidiaries

The Group is principally engaged in the provision of financing services targeting small and medium size enterprises in the PRC and holding of interests in joint ventures. Perfect Honour is principally engaged in holding of interests in joint ventures.

2. China Rongzhong

China Rongzhong is principally engaged in the provision of financial leasing services in the PRC.

3. Mr. Xie Xiaoqing and Mr. Li Fan

Mr. Xie Xiaoqing, is the founder, an executive director and the chairman of China Rongzhong. He is primarily responsible for the China Rongzhong Group's development, strategic planning, positioning and overall operational management.

Mr. Li Fan, is an executive director of China Rongzhong. He is primarily responsible for the China Rongzhong Group's development, strategic planning, positioning and overall operational management.

4. Alliance Capital/the Sole Sponsor

Alliance Capital is a licensed corporation to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the Sole Sponsor, one of the Joint Global Coordinators, the Bookrunner and the Lead Manager to the Global Offering.

5. Joint Global Coordinators

The Joint Global Coordinators include Alliance Capital, First Shanghai, Haitong and Huatai. First Shanghai is a licensed corporation to carry out business in type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being one of the Joint Global Coordinators, the Bookrunner and the Lead Manager to the Global Offering. Haitong is a licensed corporation to carry on type 1 (dealing in securities), type 3 (leveraged foreign exchange trading) and type 4 (advising on securities) regulated activities for the purpose of SFO, being one of the Joint Global Coordinators, the Bookrunner and the Lead Manager to the Global Offering. Huatai is a licensed corporation to engage in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, being one of the Joint Global Coordinators, the Bookrunner and the Lead Manager to the Global Offering.

6. Hong Kong Underwriters

The Hong Kong Underwriters include Alliance Capital, First Shanghai, Haitong and Huatai.

7. International Underwriters

The International Underwriters include Alliance Capital, First Shanghai, Haitong and Huatai.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Mr. Xie Xiaoqing, Mr. Li Fan, Alliance Capital, First Shanghai, Haitong and Huatai are Independent Third Parties.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the aggregate maximum potential liability of Perfect Honour under the Indemnities exceeds 5% but less than 25% and all other applicable percentage ratios are less than 5%, the provision of the Indemnities pursuant to the Hong Kong Underwriting Agreement and the International Underwriting Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules. Therefore, it is subject to the reporting and announcement requirements.

The listing of the China Rongzhong Shares pursuant to the Proposed Listing is subject to the fulfillment of certain conditions as set out in the sections headed "Structure of the Global Offering" in the Prospectus, which have not been fulfilled at the date of this announcement. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance the Proposed Listing will take place or as to when it may take place. Shareholders and potential investors of the Company should therefore exercise caution when dealing in or investing in the securities of the Company. If in any doubt, Shareholders and other persons contemplating dealing in securities of the Company are recommended to consult their professional advisers.

The Company will make further announcement to provide update for the Proposed Listing as and when appropriate.

DEFINITIONS

Unless the context otherwise requires, capitalised terms in this announcement shall have the same respective meanings given to them in the Announcements. In addition, the following expressions bear the following meanings in this announcement:

“Alliance Capital” or “Sole Sponsor”	Alliance Capital Partners Limited, a licensed corporation to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the sole sponsor, the Joint Global Coordinator, the Bookrunner and the Lead Manager to the Global Offering
“Bookrunner(s)”	Alliance Capital, First Shanghai, Haitong and Huatai
“Company”	Goldbond Group Holdings Limited (stock code: 00172), a company incorporated in Hong Kong with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“First Shanghai”	First Shanghai Securities Limited, a licensed corporation to carry out business in type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the Joint Global Coordinator, the Bookrunner and the Lead Manager to the Global Offering
“Global Offering”	collectively, the Hong Kong Public Offering and the International Placing
“Haitong”	Haitong International Securities Company Limited, a licensed corporation to carry on type 1 (dealing in securities), type 3 (leveraged foreign exchange trading) and type 4 (advising on securities) regulated activities for the purpose of SFO, being the Joint Global Coordinator, the Bookrunner and the Lead Manager to the Global Offering
“Hong Kong Offer Shares”	the 10,000,000 China Rongzhong Shares initially being offered for subscription in the Hong Kong Public Offering (subject to adjustment as described in the Prospectus)
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1.00%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) subject to refund and upon the terms and conditions as set forth in the Prospectus and the application forms (as defined in the Prospectus)
“Hong Kong Underwriters” or “Joint Global Coordinator(s)”	Alliance Capital, First Shanghai, Haitong and Huatai

“Hong Kong Underwriting Agreement”	the underwriting agreement, dated 15 January 2016, relating to the Hong Kong Public Offering, entered into among China Rongzhong, Perfect Honour, Mr. Xie Xiaoqing, Mr. Li Fan, the Sole Sponsor, the Joint Global Coordinators, the Bookrunners, the Lead Managers and the Hong Kong Underwriters
“Huatai”	Huatai Financial Holdings (Hong Kong) Limited, a licensed corporation to engage in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, being the Joint Global Coordinator, the Bookrunner and the Lead Manager to the Global Offering
“Independent Third Parties”	independent third parties not connected with the Company and its subsidiaries, their respective directors, chief executives and substantial shareholders and any of their associate(s)
“International Placing”	the conditional placing of the International Placing Shares outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act, by the International Underwriters acting on behalf of China Rongzhong for issue and/or sale (including to professional investors in Hong Kong)
“International Placing Shares”	the 90,000,000 China Rongzhong Shares being initially offered for subscription under the International Placing together, where relevant, with any additional China Rongzhong Shares that may be issued pursuant to any exercise of the over-allotment option, subject to adjustment as described in the Prospectus
“International Underwriters”	the underwriters of the International Placing, being Alliance Capital, First Shanghai, Haitong and Huatai
“International Underwriting Agreement”	the conditional placing and underwriting agreement in respect of the International Placing entered into on 21 January 2016 between China Rongzhong, Perfect Honour, Mr. Xie Xiaoqing, Mr. Li Fan, the Joint Global Coordinators, the Bookrunners, the Lead Managers and the International Underwriters
“Lead Manager(s)”	Alliance Capital, First Shanghai, Haitong and Huatai
“Listing Date”	the date, expected to be 28 January 2016, on which Offer Shares are listed and from which dealings in Offer Shares commence on the Main Board of the Stock Exchange
“Offer Price”	the offer price for each Offer Share (excluding the Stock Exchange trading fee of 0.005%, the SFC transaction levy of 0.0027% and the brokerage fee of 1%), which the Offer Price will not be more than HK\$2.48 per Offer Share and is expected to be not less than HK\$2.11 per Offer Share and the final Offer Price is to be determined on the price determination date

“Offer Share(s)”	collectively, the Hong Kong Offer Shares and the International Placing Shares and, where relevant, any additional shares to be sold by China Rongzhong pursuant to the exercise of the over-allotment option (as defined in the Prospectus)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“United States”	The United States of America

By order of the Board
Goldbond Group Holdings Limited
Kelly Li
Company Secretary

Hong Kong, 21 January 2016

As at the date of this announcement, the Board comprises Mr. Wang Jun, Mr. Wong Yu Lung, Charles, Mr. Ding Chung Keung and Ms. Wong, Michelle Yatyee (all being executive Directors of the Company), Mr. Ma Ho Fai SBS JP, Mr. Cheng Yuk Wo and Mr. Ng Chi Keung MH (all being independent non-executive Directors of the Company).