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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)**

### **DISCLOSEABLE TRANSACTION IN RELATION TO PROVISION OF LOAN FACILITY**

The Board announces that on 18 April 2016 (after trading hours), Solomon Glory, a wholly-owned subsidiary of the Company, as lender has entered into the Loan Agreement with Yong Hua as borrower, pursuant to which Solomon Glory has agreed to provide Yong Hua a term loan facility of HK\$128,760,000 to finance the settlement of the Consideration payable by Yong Hua under the Deed of Assignment.

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the transaction contemplated under the Loan Agreement exceed 5% but are less than 25%, the transaction contemplated under the Loan Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

#### **BACKGROUND**

Reference is made to the circular of the Company dated 23 September 2011 (the “**Circular**”).

According to and subject to the terms of the Shareholders’ Agreement and the shareholders’ resolutions of RZ Group in relation to the arrangement of subscription of additional RZ Group Shares, Solomon Glory will assign part of the loan in the total sum of HK\$444 million owing from RZ Group to Solomon Glory under the RZ Group Loan Agreement at its face value to Perfect Honour and Yong Hua in the amounts of HK\$315,240,000 and HK\$128,760,000 respectively. Accordingly, Solomon Glory as assignor and Yong Hua as assignee will execute a deed (the “**Deed of Assignment**”) to effect the said assignment of loan in the said amount of HK\$128,760,000 at a consideration of HK\$128,760,000 (the “**Consideration**”).

In order to finance the payment of the Consideration by Yong Hua under the Deed of Assignment and at the request of Yong Hua, Yong Hua as borrower and Solomon Glory as lender has entered into the Loan Agreement on 18 April 2016 pursuant to which Solomon Glory has agreed to provide Yong Hua the Facility in the sum of HK\$128,760,000 to finance the settlement of the Consideration upon the terms and subject to the conditions therein contained.

## THE LOAN AGREEMENT

Date : 18 April 2016

Parties : (i) Yong Hua, as borrower  
(ii) Solomon Glory, as lender

Yong Hua is an investment holding company. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Yong Hua and its beneficial owner, Mr. Xie, are third parties independent of the Company and its connected persons and are not connected persons of the Company.

Principal amount of the Facility : HK\$128,760,000

Drawdown Date : the date on which the Consideration is required to be paid by Yong Hua to Solomon Glory under the Deed of Assignment

Repayment Date : the Loan together with all interest accrued thereon and any other sums payable to Solomon Glory under the Loan Agreement shall be fully repaid on or before the date falling the thirty-six (36) months after the Drawdown Date.

Interest rate : 3% per annum.

Default interest rate : 20% per annum.

Security for the Loan : (i) the Debenture executed by Yong Hua in favour of Solomon Glory in respect of the undertakings, property and assets of Yong Hua; and  
(ii) the Guarantee executed by Mr. Xie in favour of Solomon Glory to guarantee the observance and performance of the obligations of Yong Hua under the Loan Agreement.

## INFORMATION ON MR. XIE AND YONG HUA

Mr. Xie is a director of RZ Group and most of its subsidiaries. He is the sole legal and beneficial owner of the entire issued share capital of Yong Hua, which holds approximately 12.42% of the issued RZ Group Shares as at the date of this announcement. Yong Hua is a limited liability company established in the BVI and is principally engaged in investment holding.

## **REASONS AND BENEFITS OF THE TRANSACTION**

The Group is principally engaged in the provision of financing services targeting small and medium size enterprise in Hong Kong and the PRC and holds interests in jointly controlled entities. The terms of the Loan Agreement were agreed among Solomon Glory and Yong Hua after arm's length negotiations.

The Directors consider that the entering into of the Loan Agreement is on normal commercial terms and will generate revenue and cashflow stream from the interest received. The Directors also consider that the respective terms of the Loan Agreement, the Debenture and the Guarantee are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

The Facility will be funded by internal resources of the Group through assignment of its loan receivables, which will not involve actual cash outflow, and it will be recorded as loan receivable of the Group.

## **GENERAL**

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the transaction contemplated under the Loan Agreement exceed 5% but are less than 25%, the transactions contemplated under the Loan Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

“Board”	the board of Directors
“BVI”	the British Virgin Islands
“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
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Debenture”	the fixed and floating charge dated 18 April 2016 executed by Yong Hua in favour of Solomon Glory in respect of its undertakings, property and assets
“Director(s)”	director(s) of the Company
“Facility”	a term loan facility in the principal amount of HK\$128,760,000 granted by Solomon Glory to Yong Hua pursuant to the terms of the Loan Agreement
“Group”	the Company and its subsidiaries

“Guarantee”	the personal guarantee dated 18 April 2016 executed by Mr. Xie in favour of Solomon Glory
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Loan”	the principal amount drawn under the Facility and for the time being outstanding
“Loan Agreement”	the loan agreement dated 18 April 2016 between Solomon Glory as lender and Yong Hua as borrower in relation to the Facility
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Xie”	Mr. Xie Xiaoqing
“Perfect Honour”	Perfect Honour Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Company and holds 40% of the issued RZ Group Shares as at the date of this announcement
“PRC”	the People’s Republic of China, which, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“RZ Group”	Rongzhong Group Limited, a company incorporated in the BVI with limited liability
“RZ Group Loan Agreement”	the loan agreement dated 17 March 2010 entered into between RZ Group as borrower and Solomon Glory as lender in relation to the grant of a revolving loan facility of HK\$900,000,000 by Solomon Glory to RZ Group, including any amendment or supplement thereto from time to time
“RZ Group Shares”	the ordinary share(s) of US\$1.00 each in the share capital of RZ Group
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Shareholders’ Agreement”	the shareholders’ agreement dated 26 October 2011 entered into amongst Perfect Honour, Silver Creation, Yong Hua, Legend Crown International Limited, Plenty Boom Investments Limited, Mr. Xie and RZ Group in relation to RZ Group

“Silver Creation”	Silver Creation Investments Limited, a company incorporated in the BVI and holds 40% of the issued RZ Group Shares as at the date of this announcement
“Solomon Glory”	Solomon Glory Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Yong Hua”	Yong Hua International Ltd., a company incorporated in the BVI with limited liability and wholly-owned by Mr. Xie, and holds approximately 12.42% of the issued RZ Group Shares as at the date of this announcement
“%”	per cent

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

Hong Kong, 18 April 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), Mr. Ma Ho Fai SBS JP, Mr. Cheng Yuk Wo and Mr. Ng Chi Keung MH (all being independent non-executive Directors).*