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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: 172)

DISCLOSEABLE TRANSACTION: MODIFIED FINANCE LEASE ARRANGEMENT

On 23 April 2012 (after trading hours), RZ Leasing entered into two supplemental contracts with the Lessee and the Corporate Guarantor to modify the terms of the Hotel Equipment Finance Lease Contract and the Financial Consultancy Contract, respectively. The major modifications are:

1. to increase the Hotel Equipment Consideration by RMB20 million (equipment to approximately HK\$24.7 million);
2. to increase the total lease payments by approximately RMB22.2 million (equivalent to approximately HK\$27.4 million), representing principal of RMB20.0 million (equivalent to approximately HK\$24.7 million), interest of approximately RMB0.9 million (equivalent to approximately HK\$1.1 million) and administrative fee of approximately RMB1.3 million (equivalent to approximately HK\$1.6 million); and
3. to increase the aggregate consultancy fee by approximately RMB2.0 million (equivalent to approximately HK\$2.5 million).

Since the relevant percentage ratios, as set out in Rule 14.07 of the Listing Rules, of the Hotel Equipment Finance Lease Contract, the Financial Consultancy Contract and the two supplemental contracts, when aggregated pursuant to Rule 14.22 of the Listing Rules, are more than 5% but less than 25%, the entering into of the two supplemental contracts constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, each of the Lessee and the Corporate Guarantor is a third party independent of the Company and its connected persons.

References are made to the announcement of the Company dated 30 December 2011 (the “**Announcement**”) in relation to the finance lease arrangement entered into by RZ Leasing, the Lessee and the Corporate Guarantor. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the Announcement.

SUPPLEMENTAL HOTEL EQUIPMENT FINANCE LEASE CONTRACT

Date of contract

23 April 2012

Parties

Lessor : RZ Leasing

Lessee : The Lessee

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, the Lessee and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Modifications of Hotel Equipment Finance Lease Contract

- (1) the Hotel Equipment Consideration increases by RMB20.0 million (equivalent to approximately HK\$24.7 million), which will be satisfied by internal resources and settled on or before 28 April 2012, to a total of RMB100.0 million (equivalent to approximately HK\$123.5 million) (the “**Revised Hotel Equipment Consideration**”); and
- (2) the total lease payment increases by RMB22.2 million (equivalent to approximately HK\$27.4 million), which will be settled by monthly installments within the remaining Lease Period, to a total of RMB111.5 million (equivalent to approximately HK\$137.7 million) (the “**Total Lease Payments**”), representing an aggregated principal of RMB100.0 million (equivalent to approximately HK\$123.5 million), an aggregated interest and administrative fee over the Lease Period of approximately RMB4.6 million and RMB6.9 million (equivalent to approximately HK\$5.7 million and HK\$8.5 million), respectively.

The Revised Hotel Equipment Consideration and the Total Lease Payments were determined after arm’s length negotiations between the parties with reference to, among others, the net book value of the Hotel Equipment of approximately RMB173.2 million (equivalent to approximately HK\$213.8 million) as at 30 November 2011 and the prevailing market practice.

Save as the above modifications, all the terms and conditions contained in the Hotel Equipment Finance Lease Contract, as disclosed in the Announcement, continue in full force and effect.

SUPPLEMENTAL FINANCIAL CONSULTANCY CONTRACT

Date

23 April 2012

Parties

Party A : RZ Leasing

Party B : The Corporate Guarantor

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the Corporate Guarantor and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Modification of Financial Consultancy Contract

- (1) the consultancy fee increases by approximately RMB2.0 million (equivalent to approximately HK\$2.5 million), which will be settled by monthly installments within the remaining Lease Period, to a total of RMB10.7 million (equivalent to approximately HK\$13.2 million) (the "**Total Consultancy Fee**").

The Total Consultancy Fee was determined after arm's length negotiations between RZ Leasing and the Corporate Guarantor with reference to, among others, the scope of service to be provided, the expertise of personnel to be involved and the prevailing market practice.

Save as the above modification, all the terms and conditions contained in the Financial Consultancy Contract, as disclosed in the Announcement, continue in full force and effect.

REASONS FOR, AND BENEFITS OF, THE TRANSACTION

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of financial leasing and financing services.

The Directors consider that the entering into of the above mentioned two supplemental contracts is under normal commercial terms and in the ordinary and usual course of business of RZ Leasing and will generate revenue and profit to the Group over the remaining Lease Period. Accordingly, the Directors are of the view that these two supplemental contracts are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Since the relevant percentage ratios, as set out in Rule 14.07 of the Listing Rules, of the Hotel Equipment Finance Lease Contract, the Financial Consultancy Contract and these two supplemental contracts, when aggregated pursuant to Rule 14.22 of the Listing Rules, are more than 5% but less than 25%, the entering into of these two supplemental contracts constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

Unless otherwise defined, for the purpose of this announcement and for the purpose of illustration only, HK\$ amounts have been translated using the following rates:

RMB1:HK\$1.2346

Such translations should not be construed as a representation that the amounts in question have been, could have been or could be converted at any particular rate at all.

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

Hong Kong, 23 April 2012

As at the date of this announcement, the Board comprises Mr. Wang Jun, Mr. Wong Yu Lung, Charles, Mr. Ding Chung Keung, Mr. Kee Wah Sze, Mr. Xie Xiao Qing, Ms. Wong, Michelle Yatye and Mr. Melvin Jitsumi Shiraki (all being executive Directors), Mr. Ma Ho Fai SBS JP, Mr. Cheng Yuk Wo and Mr. Ng Chi Keung (all being independent non-executive Directors).