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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)

CONNECTED AND DISCLOSEABLE TRANSACTION: CORPORATE GUARANTEE PURSUANT TO THE SUPPLEMENTAL FACILITY AGREEMENT

Financial adviser to the Company



SUMMARY

On 3 September 2011, Wuhan Rongjinhong and the Bank entered into the Supplemental Facility Agreement to extend the maturity date of the Loan Facility by one year to 4 September 2012. Pursuant to the Supplemental Facility Agreement, the Company acknowledged and confirmed that the Corporate Guarantee would remain valid.

Pursuant to the Existing Facility Agreement, the Company has provided the Corporate Guarantee as security for the grant of the Loan Facility by the Bank to Wuhan Rongjinhong. Since the guaranteed obligations provided by the Company under the Corporate Guarantee is in proportion to the Company's equity interest in Wuhan Rongjinhong, under Rule 14A.65(3) of the Listing Rules, the provision of the Corporate Guarantee pursuant to the Existing Facility Agreement is exempted from the reporting, announcement and independent Shareholders' approval requirements.

As set out in the Announcement, immediately upon the Transaction Documents Completion, RZ Group will be owned as to 40% by the Group and the RZ Group Companies (including Wuhan Rongjinhong) will become connected persons of the Group, upon which, the Corporate Guarantee provided pursuant to the Existing Facility Agreement (as amended by the Supplemental Facility Agreement) will not be exempted and will constitute a connected transaction pursuant to Chapter 14A of the Listing Rules immediately upon the Transaction Documents Completion.

GENERAL

As one of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the maximum potential liability of the Company under the Corporate Guarantee exceeds 5% but less than 25%, the provision of the Corporate Guarantee pursuant to the Existing Facility Agreement (as amended by the Supplemental Facility Agreement) upon the Transaction Documents Completion will constitute a discloseable and connected transaction for the Company under Chapters 14 and 14A of the Listing Rules. Therefore, it is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules, and the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

Reference is made to the announcement of the Company dated 29 August 2011 (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless specified otherwise.

On 3 September 2011, Wuhan Rongjinhong and the Bank entered into the Supplemental Facility Agreement to extend the maturity date of the Loan Facility by one year to 4 September 2012. Pursuant to the Supplemental Facility Agreement, the Company acknowledged and confirmed that the Corporate Guarantee would remain valid.

Pursuant to the Existing Facility Agreement, the Company has provided the Corporate Guarantee as security for the grant of the Loan Facility by the Bank to Wuhan Rongjinhong. Since the guaranteed obligations provided by the Company under the Corporate Guarantee is in proportion to the Company’s equity interest in Wuhan Rongjinhong, under Rule 14A.65(3) of the Listing Rules, the provision of the Corporate Guarantee pursuant to the Existing Facility Agreement is exempted from the reporting, announcement and independent Shareholders’ approval requirements.

As set out in the Announcement, immediately upon the Transaction Documents Completion, RZ Group will be owned as to 40% by the Group and the RZ Group Companies (including Wuhan Rongjinhong) will become connected persons of the Group, upon which, the Corporate Guarantee provided pursuant to the Existing Facility Agreement (as amended by the Supplemental Facility Agreement) will not be exempted and will constitute a connected transaction pursuant to Chapter 14A of the Listing Rules immediately upon the Transaction Documents Completion.

Summary of the terms of the Corporate Guarantee is set out below:

Parties	:	The Bank (as lender and beneficiary of the Corporate Guarantee) The Company (as guarantor)
Guaranteed obligations	:	71% of all sums payable by Wuhan Rongjinhong under the Existing Facility Agreement (as amended by the Supplemental Facility Agreement) and the aforesaid percentage will be increased or decreased in the same proportion if the Company’s shareholding in Wuhan Rongjinhong changes provided that such percentage shall in no event be less than 51%
Term of the Corporate Guarantee	:	Until all sums payable by Wuhan Rongjinhong under the Existing Facility Agreement (as amended by the Supplemental Facility Agreement) have been fully repaid.

REASONS FOR AND BENEFITS OF PROVISION OF THE CORPORATE GUARANTEE

As the date of this announcement, Wuhan Rongjinhong is a wholly-owned subsidiary of RZ Group. The Directors consider that the businesses of the RZ Group Companies are capital intensive, the provision of the Corporate Guarantee is necessary to enable Wuhan Rongjinhong to obtain the Loan Facility in order to provide general working capital to the RZ Group Companies to carry out its existing businesses.

Having considered the above and after taking into account of the terms of the Introduction, the Directors (excluding the independent non-executive Directors who will express their view after receiving advice from the independent financial adviser) consider that the provision of the Corporate Guarantee as continuing security for the Loan Facility after the Transaction Documents Completion is on normal commercial terms, fair and reasonable, and in the interests of the Group and the Shareholders as a whole.

INFORMATION OF WUHAN RONGJINHONG

Wuhan Rongjinhong and its subsidiaries engage principally in the provision of non-bank financial services, comprising short-term financing and loan guarantee services, to small-and-medium enterprises, individuals and/or retail customers in the various cities of the PRC.

GENERAL

As one of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the maximum potential liability of the Company under the Corporate Guarantee exceeds 5% but less than 25%, the provision of the Corporate Guarantee pursuant to the Existing Facility Agreement (as amended by the Supplemental Facility Agreement) upon the Transaction Documents Completion will constitute a discloseable and connected transaction for the Company under Chapters 14 and 14A of the Listing Rules. Therefore, it is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules, and the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As at the date of this announcement, RZ Group is owned as to 19.01%, 5% and 4.99% by Yonghua, Legend Crown and Plenty Boom respectively. As such, Mr. Xie (being the owner of Yonghua) and his associates (interested in an aggregate of 126,900,000 Shares, representing approximately 4.6% of the issued share capital of the Company as at the date of this announcement) and Ms. Wong (being the owner of Legend Crown and Plenty Boom) and her associates (including Mr. Wong Yu Lung, Charles (being the father of Ms. Wong) and Ms. Wong, Michelle Yatyee (being the sister of Ms. Wong) (interested in an aggregate of 1,440,615,517 Shares, representing approximately 52.19% of the issued share capital of the Company as at the date of this announcement) shall abstain from voting on the proposed resolution to approve the provision of the Corporate Guarantee by the Company upon the Transaction Documents Completion at the EGM. An independent board committee will be formed to advise the independent Shareholders in respect of, amongst others, the provision of the Corporate Guarantee by the Company upon the Transaction Documents Completion. CIMB Securities (HK) Limited has been appointed as the independent financial adviser to advise the independent board committee and the independent Shareholders in this regard.

As set out in the Announcement, a circular containing, amongst other, (1) further details of the Introduction, amongst others, including but not limited to the Corporate Guarantee; (2) the letter from the independent board committee to the independent Shareholders; (3) the letter from CIMB Securities (HK) Limited, the independent financial adviser, to the independent board committee and the independent Shareholders; and (4) the notice of EGM, will be despatched to the Shareholders on or before 20 September 2011.

RULE 13.18 OF THE LISTING RULES

Reference is made to the announcement of the Company dated 2 September 2009. Pursuant to the Existing Facility Agreement (as amended by the Supplemental Facility Agreement), Wuhan Rongjinhong would continue to ensure that Mr. Wong Yu Lung, Charles and/or his associates will at all times during the term of the Existing Facility Agreement (as amended by the Supplemental Facility Agreement) maintain their aggregate shareholding in the Company at not less than 35%.

DEFINITIONS

Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless specified otherwise as follows:

“Bank”	a licensed bank under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) which is an Independent Third Party
“Corporate Guarantee”	the corporate guarantee provided by the Company in favour of the Bank to guarantee payment of 71% of all sums payable by Wuhan Rongjinhong under the Existing Facility Agreement and the aforesaid percentage will be increased or decreased in the same proportion if the Company’s shareholding in Wuhan Rongjinhong changes provided that such percentage shall in no event be less than 51%
“Existing Facility Agreement”	the facility agreement dated 2 September 2009 entered into between Wuhan Rongjinhong and the Bank in relation to the Loan Facility as may be amended or supplemented from time to time
“Loan Facility”	a loan facility of up to RMB100 million (equivalent to approximately HK\$119 million) provided to Wuhan Rongjinhong by the Bank under the Existing Facility Agreement
“Supplemental Facility Agreement”	the supplemental agreement dated 3 September 2011 entered between Wuhan Rongjinhong and the Bank to extend the maturity date of the Loan Facility for one year to 4 September 2012
“Wuhan Rongjinhong”	武漢融金弘企業管理有限公司 (Wuhan Rongjinhong Enterprise Management Co., Ltd.*), a company incorporated in the PRC with limited liability, and wholly-owned by RZ Group as at the date of this announcement

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\$1.19

Such translation 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 of
Goldbond Group Holdings Limited
Ms. Kelly Li
Company Secretary

Hong Kong, 6 September 2011

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 and Ms. Wong, Michelle Yatyee (all being executive Directors), Mr. Ma Ho Fai SBS JP, Mr. Melvin Jitsumi Shiraki and Mr. Cheng Yuk Wo (all being independent non-executive Directors).

* *For identification purpose only*