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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 SUBSCRIPTIONS OF PRINCIPAL-PROTECTED STRUCTURED DEPOSIT

The Board wishes to announce that Shanghai Goldbond, an indirect wholly-owned subsidiary of the Company, executed the Structured Deposit Agreement on 22 December 2017 with China Minsheng Bank pursuant to which Shanghai Goldbond subscribed for principal-protected and floating income structured deposit issued by China Minsheng Bank for RMB15,100,000.

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the subscription amounts of RMB74,800,000 on an aggregated basis with the outstanding Structured Deposit(s) of a similar nature executed by the Group on 14 July 2017, 16 August 2017, 15 September 2017 and 3 November 2017 with the same bank exceed 5% but less than 25%, the transactions constitute discloseable transactions for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

STRUCTURED DEPOSIT AGREEMENT EXECUTED ON 14 JULY 2017

A summary of the principal terms of the Structured Deposit Agreement executed by Shanghai Goldbond on 14 July 2017 with China Minsheng Bank are set out as follows:

Date	:	14 July 2017
Parties	:	Shanghai Goldbond, as the subscriber China Minsheng Bank, as the bank
Type of the Structured Deposit	:	Principal-protected and floating income structured deposit
Principal amount	:	RMB14,400,000
Term	:	182 days commencing from 14 July 2017 and expiring on 12 January 2018

Expected income	:	0% to 4.10% per annum (if 3 months US Dollar LIBOR falls within 0% to 3.35% per annum, the income will be 4.00% to 4.10% per annum, calculated on a daily basis; otherwise 0%)
Early termination	:	During the term of investment, the principal subscription amount can only be withdrawn at maturity

STRUCTURED DEPOSIT AGREEMENT EXECUTED ON 16 AUGUST 2017

A summary of the principal terms of the Structured Deposit Agreement executed by Shanghai Goldbond on 16 August 2017 with China Minsheng Bank are set out as follows:

Date	:	16 August 2017
Parties	:	Shanghai Goldbond, as the subscriber China Minsheng Bank, as the bank
Type of the Structured Deposit	:	Principal-protected and floating income structured deposit
Principal amount	:	RMB14,800,000
Term	:	190 days commencing from 16 August 2017 and expiring on 22 February 2018
Expected income	:	0% to 4.20% per annum (if 3 months US Dollar LIBOR falls within 0% to 3.25% per annum, the income will be 4.10% to 4.20% per annum, calculated on a daily basis; otherwise 0%)
Early termination	:	During the term of investment, the principal subscription amount can only be withdrawn at maturity

STRUCTURED DEPOSIT AGREEMENT EXECUTED ON 15 SEPTEMBER 2017

A summary of the principal terms of the Structured Deposit Agreement executed by Shanghai Goldbond on 15 September 2017 with China Minsheng Bank are set out as follows:

Date	:	15 September 2017
Parties	:	Shanghai Goldbond, as the subscriber China Minsheng Bank, as the bank
Type of the Structured Deposit	:	Principal-protected and floating income structured deposit
Principal amount	:	RMB15,800,000
Term	:	181 days commencing from 15 September 2017 and expiring on 15 March 2018

Expected income	:	0% to 4.40% per annum (if 3 months US Dollar LIBOR falls within 0% to 3.05% per annum, the income will be 4.30% to 4.40% per annum, calculated on a daily basis; otherwise 0%)
Early termination	:	During the term of investment, the principal subscription amount can only be withdrawn at maturity

STRUCTURED DEPOSIT AGREEMENT EXECUTED ON 3 NOVEMBER 2017

A summary of the principal terms of the Structured Deposit Agreement executed by Shanghai Goldbond on 3 November 2017 with China Minsheng Bank are set out as follows:

Date	:	3 November 2017
Parties	:	Shanghai Goldbond, as the subscriber China Minsheng Bank, as the bank
Type of the Structured Deposit	:	Principal-protected and floating income structured deposit
Principal amount	:	RMB14,700,000
Term	:	181 days commencing from 3 November 2017 and expiring on 3 May 2018
Expected income	:	0% to 4.40% per annum (if 3 months US Dollar LIBOR falls within 0% to 3.05% per annum, the income will be 4.30% to 4.40% per annum, calculated on a daily basis; otherwise 0%)
Early termination	:	During the term of investment, the principal subscription amount can only be withdrawn at maturity

STRUCTURED DEPOSIT AGREEMENT EXECUTED ON 22 DECEMBER 2017

A summary of the principal terms of the Structured Deposit Agreement executed by Shanghai Goldbond on 22 December 2017 with China Minsheng Bank are set out as follows:

Date	:	22 December 2017
Parties	:	Shanghai Goldbond, as the subscriber China Minsheng Bank, as the bank
Type of the Structured Deposit	:	Principal-protected and floating income structured deposit
Principal amount	:	RMB15,100,000
Term	:	182 days commencing from 22 December 2017 and expiring on 22 June 2018

Expected income	:	0% to 4.50% per annum (if 3 months US Dollar LIBOR falls within 0% to 3.45% per annum, the income will be 4.40% to 4.50% per annum, calculated on a daily basis; otherwise 0%)
Early termination	:	During the term of investment, the principal subscription amount can only be withdrawn at maturity

REASONS AND BENEFITS FOR ENTERING INTO THE STRUCTURED DEPOSIT AGREEMENT

As the Structured Deposits offer better potential returns together with 100% principal protected features to Shanghai Goldbond when compared to the fixed-term deposit interest rates offered by commercial banks in the PRC, the Directors consider that the subscriptions for the Structured Deposits are on normal commercial terms negotiated at arm's length and are fair and reasonable and are in the interest of the Company and the Shareholders as a whole.

The subscriptions of the Structured Deposits were conducted on the premises that such investments would not affect the working capital of the Company or the operation of the Company's principal business.

The Group is principally engaged in the provision of financing services and trading of goods in Hong Kong and the PRC and holding of interests in a joint venture and associates. Shanghai Goldbond is a limited liability company established in the PRC mainly engaged in the business of trading of goods.

INFORMATION ABOUT CHINA MINSHENG BANK

China Minsheng Bank is a joint stock commercial bank and the H shares of which are listed on the Stock Exchange (Stock code: 01988). China Minsheng Bank and its subsidiaries mainly provide corporate and personal banking, treasury business, finance leasing, asset management and other financial services in the PRC.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of China Minsheng Bank and its ultimate substantial beneficial owners as publicly disclosed by China Minsheng Bank are third parties independent of the Company and its connected persons.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the subscription amounts of RMB74,800,000 on an aggregated basis together with the outstanding Structured Deposit of a similar nature executed by the Group on 14 July 2017, 16 August 2017, 15 September 2017 and 3 November 2017 with the same bank exceed 5% but less than 25%, the transactions constitute discloseable transactions for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“China Minsheng Bank”	China Minsheng Banking Corp. Ltd., a joint stock commercial bank and H shares of which are listed on the Stock Exchange (stock code: 01988). China Minsheng Bank and its subsidiaries mainly provide corporate and personal banking, treasury business, finance leasing, asset management and other financial services in the PRC
“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
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which shall, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Goldbond”	Shanghai Goldbond Trading Company Limited* 上海金寓宏商貿有限公司, a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Structured Deposit(s)”	the structured deposit(s) issued by China Minsheng Bank, the main terms of which are summarised in this announcement

“Structured Deposit Agreement(s)” the agreement executed by Shanghai Goldbond and China Minsheng Bank relating to the subscription(s) of the Structured Deposit(s)

“%” per cent

* *English translated name is for identification purpose only*

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

Hong Kong, 22 December 2017

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 GBS JP, Mr. Cheng Yuk Wo and Mr. Ng Chi Keung MH (all being independent non-executive Directors).