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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 3 September 2018 with Ping An Bank pursuant to which Shanghai Goldbond subscribed for principal-protected and floating income structured deposit issued by Ping An Bank for RMB15,000,000.

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the subscription amounts of RMB43,000,000 on an aggregated basis with the outstanding Structured Deposits of a similar nature executed by the Group on 3 July 2018 and 13 July 2018 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 3 JULY 2018

A summary of the principal terms of the Structured Deposit Agreement executed by Shanghai Goldbond on 3 July 2018 with Ping An Bank are set out as follows:

Date	:	3 July 2018
Parties	:	Shanghai Goldbond, as the subscriber and Ping An Bank, as the bank
Type of the Structured Deposit	:	Principal-protected and floating income structured deposit
Principal amount	:	RMB14,000,000
Term	:	183 days commencing from 3 July 2018 and expiring on 2 January 2019

- Expected income : The amount of interest on structured deposit is linked to USD3M-LIBOR during the period of the structured deposit as follows:
- $1.1\% * 183/365 + 3.5\% * n1/365$, where $n1$ is the number of days in which USD3M-LIBOR shall fall within 0%-5% during the period of the structured deposit
- Early termination : The principal subscription amount can only be withdrawn at maturity

STRUCTURED DEPOSIT AGREEMENT EXECUTED ON 13 JULY 2018

A summary of the principal terms of the Structured Deposit Agreement executed by Shanghai Goldbond on 13 July 2018 with Ping An Bank are set out as follows:

- Date : 13 July 2018
- Parties : Shanghai Goldbond, as the subscriber and Ping An Bank, as the bank
- Type of the Structured Deposit : Principal-protected and floating income structured deposit
- Principal amount : RMB14,000,000
- Term : 180 days commencing from 13 July 2018 and expiring on 9 January 2019
- Expected income : The amount of interest on structured deposit is linked to USD3M-LIBOR during the period of the structured deposit as follows:
- $1.1\% * 180/365 + 3.4\% * n1/365$, where $n1$ is the number of days in which USD3M-LIBOR shall fall within 0%-5% during the period of the structured deposit
- Early termination : The principal subscription amount can only be withdrawn at maturity

STRUCTURED DEPOSIT AGREEMENT EXECUTED ON 3 SEPTEMBER 2018

A summary of the principal terms of the Structured Deposit Agreement executed by Shanghai Goldbond on 3 September 2018 with Ping An Bank are set out as follows:

- Date : 3 September 2018
- Parties : Shanghai Goldbond, as the subscriber and Ping An Bank, as the bank
- Type of the Structured Deposit : Principal-protected and floating income structured deposit

Principal amount	:	RMB15,000,000
Term	:	182 days commencing from 3 September 2018 and expiring on 4 March 2019
Expected income	:	The amount of interest on structured deposit is linked to USD3M-LIBOR during the period of the structured deposit as follows: 1.3%*182/365+2.35%*n1/365, where n1 is the number of days in which USD3M-LIBOR shall fall within 0%-5% during the period of the structured deposit
Early termination	:	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 adversely 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 PING AN BANK

Ping An Bank is a national joint-stock commercial bank and the shares of which are listed on the Shenzhen Stock Exchange (Stock code: 000001). Ping An Bank is engaged in the following commercial banking services as approved by the regulatory authorities: (1) deposit-taking from the public; (2) advance of short-, medium-and long-term loans; (3) domestic and overseas settlement; (4) bills acceptance and discounting; (5) issuance of financial bonds; (6) agency for issuance, agency for honoring and underwriting of government bonds; (7) purchase and sale of government bonds and financial bonds; (8) interbank lending and borrowing; (9) trading of foreign exchange on its own behalf and as an agent; (10) bank cards; (11) provision of letter of credit services and guarantees; (12) agency for collection and payment and insurance agency; (13) safe deposit box services; (14) foreign exchange settlement and sale; (15) offshore banking; (16) asset custody; (17) gold related business; (18) financial adviser, and credit standing investigation, consultation and witness; and (19) other businesses as approved by the regulatory authorities.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of Ping An Bank and its ultimate substantial beneficial owners as publicly disclosed by Ping An 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 RMB43,000,000 on an aggregated basis together with the outstanding Structured Deposits of a similar nature executed by the Group on 3 July 2018 and 13 July 2018 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
“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
“Ping An Bank”	Ping An Bank Co., Ltd., a joint stock commercial bank and shares of which are listed on the Shenzhen Stock Exchange (stock code: 00001)
“PRC”	the People's Republic of China, which shall, for the purpose of this announcement, exclude 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 Ping An Bank, the main terms of which are summarised in this announcement
“Structured Deposit Agreement(s)”	the agreement executed by Shanghai Goldbond and Ping An Bank relating to the subscription(s) of the Structured Deposit(s)
“USD3M-LIBOR”	3 month US Dollar London Interbank Offer Rate
“%”	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, 3 September 2018

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).