

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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 PRODUCT**

The Board wishes to announce that Shanghai Goldbond, an indirect wholly-owned subsidiary of the Company, executed the Structured Product Agreement on 18 September 2018 with Bank of Jiangsu pursuant to which Shanghai Goldbond subscribed for principal-protected and floating income structured product issued by Bank of Jiangsu for RMB2,000,000.

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the subscription amounts of RMB60,700,000 on an aggregated basis with the outstanding Structured Products of a similar nature executed by the Group on 3 April 2018, 2 May 2018, 13 June 2018 and 8 August 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 PRODUCT AGREEMENT EXECUTED ON 3 APRIL 2018**

A summary of the principal terms of the Structured Product Agreement executed by Shanghai Goldbond on 3 April 2018 with Bank of Jiangsu are set out as follows:

Date	:	3 April 2018
Parties	:	Shanghai Goldbond, as the subscriber and Bank of Jiangsu, as the bank
Type of the Structured Product	:	Principal-protected and floating income structured product
Principal amount	:	RMB14,300,000
Term	:	190 days commencing from 4 April 2018 and expiring on 11 October 2018
Indicative Income	:	4.45% per annum
Early termination	:	The principal subscription amount can only be withdrawn at maturity

## **STRUCTURED PRODUCT AGREEMENT EXECUTED ON 2 MAY 2018**

A summary of the principal terms of the Structured Product Agreement executed by Shanghai Goldbond on 2 May 2018 with Bank of Jiangsu are set out as follows:

Date	:	2 May 2018
Parties	:	Shanghai Goldbond, as the subscriber and Bank of Jiangsu, as the bank
Type of the Structured Product	:	Principal-protected and floating income structured product
Principal amount	:	RMB15,200,000
Term	:	182 days commencing from 3 May 2018 and expiring on 1 November 2018
Indicative Income	:	4.40% per annum
Early termination	:	The principal subscription amount can only be withdrawn at maturity

## **STRUCTURED PRODUCT AGREEMENT EXECUTED ON 13 JUNE 2018**

A summary of the principal terms of the Structured Product Agreement executed by Shanghai Goldbond on 13 June 2018 with Bank of Jiangsu are set out as follows:

Date	:	13 June 2018
Parties	:	Shanghai Goldbond, as the subscriber and Bank of Jiangsu, as the bank
Type of the Structured Product	:	Principal-protected and floating income structured product
Principal amount	:	RMB13,900,000
Term	:	182 days commencing from 14 June 2018 and expiring on 13 December 2018
Indicative Income	:	4.40% per annum
Early termination	:	The principal subscription amount can only be withdrawn at maturity

## **STRUCTURED PRODUCT AGREEMENT EXECUTED ON 8 AUGUST 2018**

A summary of the principal terms of the Structured Product Agreement executed by Shanghai Goldbond on 8 August 2018 with Bank of Jiangsu are set out as follows:

Date	:	8 August 2018
Parties	:	Shanghai Goldbond, as the subscriber and Bank of Jiangsu, as the bank
Type of the Structured Product	:	Principal-protected and floating income structured product
Principal amount	:	RMB15,300,000
Term	:	189 days commencing from 9 August 2018 and expiring on 14 February 2019
Indicative Income	:	4.40% per annum
Early termination	:	The principal subscription amount can only be withdrawn at maturity

## **STRUCTURED PRODUCT AGREEMENT EXECUTED ON 18 SEPTEMBER 2018**

A summary of the principal terms of the Structured Product Agreement executed by Shanghai Goldbond on 18 September 2018 with Bank of Jiangsu are set out as follows:

Date	:	18 September 2018
Parties	:	Shanghai Goldbond, as the subscriber and Bank of Jiangsu, as the bank
Type of the Structured Product	:	Principal-protected and floating income structured product
Principal amount	:	RMB2,000,000
Term	:	182 days commencing from 20 September 2018 and expiring on 21 March 2019
Indicative Income	:	4.30% per annum
Early termination	:	The principal subscription amount can only be withdrawn at maturity

## **REASONS AND BENEFITS FOR ENTERING INTO THE STRUCTURED PRODUCT AGREEMENT**

As the Structured Products 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 Products 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 Products 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 businesses.

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 BANK OF JIANGSU**

Bank of Jiangsu is a joint stock commercial bank and the A shares of which are listed on the Shanghai Stock Exchange (Stock code: 600919). Bank of Jiangsu and its subsidiaries are principally engaged in the provision of banking and related financial services, such as personal banking, corporate banking, interbank financing, network finance, small and micro financing, as well as credit card issuing.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of Bank of Jiangsu and its ultimate substantial beneficial owners as publicly disclosed by Bank of Jiangsu 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 RMB60,700,000 on an aggregated basis together with the outstanding Structured Products of a similar nature executed by the Group on 3 April 2018, 2 May 2018, 13 June 2018 and 8 August 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:

“Bank of Jiangsu”	Bank of Jiangsu Co., Ltd., a joint stock commercial bank and the A shares of which are listed on the Shanghai Stock Exchange (stock code: 600919)
“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

“Indicative Income”	the indicative income stated in the Structured Product Agreement(s) which was not guaranteed by Bank of Jiangsu. The actual income will be linked to the performance of the underlying financial instrument, including money market instruments, fixed income assets, debt assets and other assets that meet regulatory requirements and their combinations.
“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)
“Structured Product(s)”	the structured product(s) issued by Bank of Jiangsu, the main terms of which are summarised in this announcement
“Structured Product Agreement(s)”	the agreement executed by Shanghai Goldbond and Bank of Jiangsu relating to the subscription(s) of the Structured Product(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, 18 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 <sup>GBS JP</sup>, Mr. Cheng Yuk Wo and Mr. Ng Chi Keung <sup>MH</sup> (all being independent non-executive Directors).*