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Willie International Holdings Limited

威利國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

DISCLOSEABLE TRANSACTION RELATING TO THE PROVISION OF LOAN

The Board wishes to announce that on 11 April 2013, the Lender entered into a Loan Agreement with the Borrower whereby the Lender agreed to lend the Loan to the Borrower for its working capital purpose.

The provision of the Loan constitutes a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules.

THE LOAN AGREEMENT

- Date:** 11 April 2013
- Parties:** The Lender (an indirect wholly-owned subsidiary of the Company)
The Borrower
- Purpose:** for working capital of the Borrower
- Loan amount:** a principal amount of HK\$25,000,000
- Final repayment date:** 31 May 2013
- Repayment:** (i) the Loan principal amount shall be repaid in full on the final repayment date mentioned above;
(ii) the Lender shall have the overriding right to demand repayment of the Loan from time to time; and

(iii) the Borrower may prepay the Loan or any part of the Loan at any time before the final repayment date without penalty.

Interest rate: 1.5% flat calculated on the Loan principal amount and the interest is paid in advance upon the drawing of the Loan by way of deduction from the Loan principal amount.

INFORMATION ON THE BORROWER

Mascotte Holdings Limited, the Borrower, is a limited liability company incorporated in Bermuda, the shares of which are listed on the Stock Exchange (stock code: 136). The Borrower and its subsidiaries are principally engaged in the business of manufacturing solar grade polycrystalline silicon in Taiwan, investment and trading of securities, provision of finance, property investment and manufacture and sale of accessories for photographic and multimedia products. As at the date of this announcement, the Company as a passive investor holds approximately 8.17% of the Borrower's issued share capital while the Borrower does not hold any interest in the shares of the Company discloseable under Part XV of the Securities and Futures Ordinance.

Save as disclosed above, the Company and the Borrower do not have any other business relationship as at the date of this announcement. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Borrower and its ultimate beneficial owners (other than the Company) are third parties independent of the Company and the connected persons of the Company.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE LOAN

The Group is principally engaged in the business of property investment, investment in securities, money lending and investment holding. The principal business activity of the Lender (an indirect wholly-owned subsidiary of the Company) is money lending.

Terms of the Loan Agreement were determined after arm's length negotiations between the Lender and the Borrower. The Board is of the view that the interest rate and terms of the Loan are on normal commercial terms to the Group by reference to the prevailing market borrowing rates quoted by commercial banks in Hong Kong.

Having considered that the provision of the Loan can intensify the Group's money lending business and can generate additional interest income, the Directors consider that the provision of the Loan to be in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

After entering into the Loan Agreement, the Borrower has drawn the full amount of the Loan on 11 April 2013.

As the highest applicable percentage ratio calculated in accordance with the Listing Rules in relation to the provision of the Loan exceeds 5% but is less than 25%, the provision of the Loan constitutes a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules and is subject to the notification and announcement requirements pursuant to Rule 14.33 of the Listing Rules.

DEFINITIONS

The following expressions in this announcement have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors;
“Borrower”	Mascotte Holdings Limited, a limited liability company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange (stock code: 136);
“Company”	Willie International Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (stock code: 273);
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Lender”	Sun Willie Financing Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company;

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Loan”	a loan with the principal amount of HK\$25,000,000 as prescribed in the Loan Agreement;
“Loan Agreement”	The loan agreement dated 11 April 2013 entered into between the Lender and the Borrower whereby the Lender agreed to lend the Loan to the Borrower for its working capital purpose;
“Shareholder(s)”	holder(s) of share(s) of HK\$0.01 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	percent.

By order of the Board
Willie International Holdings Limited
Wong Ying Seung, Asiong
Vice Chairman

Hong Kong, 11 April 2013

As at the date of this announcement, the Board comprises:-

Executive Directors:

Dr. Chuang Yueheng, Henry
Mr. Wong Ying Seung, Asiong
Mr. Tsui Hung Wai, Alfred
Mr. Fung Yue Tak, Derek

Independent Non-executive Directors:

Mr. Cheung Wing Ping
Mr. Wen Louis
Mr. Yau Yan Ming, Raymond
Mr. Frank H. Miu
Dr. Antonio Maria Santos