

*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.*



**NEWAY GROUP HOLDINGS LIMITED**  
**中星集團控股有限公司\***

*(Incorporated in Bermuda with Limited Liability)*

**(Stock Code: 00055)**

**DISCLOSEABLE TRANSACTION –  
EXTENSION OF LOANS**

**THE EXTENSION**

On 8 August 2016, the Lender entered into (i) the Corporate Loan Extension Agreement with the Corporate Borrower and the Individual Borrowers as guarantors; and (ii) the Individual Loan Extension Agreement with the Individual Borrowers, pursuant to which the repayment date of each of the Corporate Loan and the Individual Loan was extended to 15 June 2017.

**IMPLICATIONS UNDER THE LISTING RULES**

As one of the applicable percentage ratios in respect of the Extension (both stand alone and aggregated with the advance of the Corporate Loan and the Individual Loan) exceeds 5% but all such applicable percentage ratios are lower than 25%, the Extension constitutes a discloseable transaction for the Company and is subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

\* For identification purpose only

## **THE EXTENSION**

Pursuant to the Corporate Loan Agreement dated 15 June 2015, the Lender, a wholly-owned subsidiary of the Company, advanced to the Corporate Borrower the Corporate Loan bearing interest at a rate of 12% per annum for a term of 12 months. Pursuant to the Individual Loan Agreement dated 15 June 2015, the Lender advanced to the Individual Borrowers the Individual Loan bearing interest at a rate of 12% per annum for a term of 12 months. The original repayment date of both the Corporate Loan and the Individual Loan was 15 June 2016.

As the Corporate Borrower and the Individual Borrowers need more time to arrange for the financing of the repayment of the Corporate Loan and the Individual Loan respectively, on 8 August 2016, the Lender entered into (i) the Corporate Loan Extension Agreement with the Corporate Borrower and the Individual Borrowers as guarantors; and (ii) the Individual Loan Extension Agreement with the Individual Borrowers, pursuant to which the repayment date of each of the Corporate Loan and the Individual Loan was extended to 15 June 2017.

Prior to the signing of the Corporate Loan Extension Agreement and the Individual Loan Extension Agreement, the Corporate Borrower and the Individual Borrowers had continued to pay interest accrued on the Corporate Loan and the Individual Loan at the rate of 12% per annum.

The principal terms of the Corporate Loan (as extended by the Corporate Loan Extension Agreement) and the Individual Loan (as extended by the Individual Loan Extension Agreement) are summarised as follows:

### **(1) The Corporate Loan**

Date of the Corporate        :     15 June 2015  
            Loan Agreement

Date of the Corporate        :     8 August 2016  
            Loan Extension  
            Agreement

Lender	: Grand Prospects Finance International Limited (華泰財務國際有限公司), a wholly-owned subsidiary of the Company and a licenced money lender in Hong Kong under the Money Lenders Ordinance.
Borrower	: The Corporate Borrower, a private company incorporated in Hong Kong with limited liability and principally engaged in trading and investment.
	To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Corporate Borrower and its ultimate beneficial owners is an Independent Third Party.
Guarantors	: The Individual Borrowers who are directors and shareholders of the Corporate Borrower holding in aggregate 70% of the total issued share capital of the Corporate Borrower.
	To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Individual Borrowers is an Independent Third Party.
Principal amount	: HK\$5,000,000
Repayment date	: The full principal amount of the Corporate Loan together with the interest accrued thereon shall be repaid by the Corporate Borrower on or before 15 June 2017 (as extended) or on demand by the Lender upon occurrence of an event of default (as defined in the Corporate Loan Agreement) during the term of the Corporate Loan.
Interest	: 12% per annum and payable on a monthly basis.

Security : The Corporate Loan is secured by a first legal charge over a property located in Hong Kong owned by the Corporate Borrower and a rental assignment (if any) in respect of the said property.

## (2) The Individual Loan

Date of the Individual Loan Agreement : 15 June 2015

Date of the Individual Loan Extension Agreement : 8 August 2016

Lender : Grand Prospects Finance International Limited (華泰財務國際有限公司), a wholly-owned subsidiary of the Company and a licenced money lender in Hong Kong under the Money Lenders Ordinance.

Borrowers : The Individual Borrowers who, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are Independent Third Parties.

Principal amount : HK\$15,000,000

Repayment date : The full principal amount of the Individual Loan together with the interest accrued thereon shall be repaid by the Individual Borrowers on or before 15 June 2017 (as extended) or on demand by the Lender upon occurrence of an event of default (as defined in the Individual Loan Agreement) during the term of the Individual Loan.

Interest : 12% per annum and payable on a monthly basis.

Security : The Individual Loan is secured by a first legal charge over certain properties located in Hong Kong owned by the Individual Borrowers and rental assignment(s) (if any) in respect of the said properties.

The Corporate Loan and the Individual Loan were funded by internal resources of the Group.

## **REASONS FOR AND BENEFITS OF THE EXTENSION**

The Group is principally engaged in (i) money lending business; (ii) manufacturing and sales of printing products; (iii) music and entertainment business; (iv) property development and investment; (v) securities trading; and (vi) trading of printing products.

The Directors consider that the advance and the extension of the Corporate Loan and Individual Loan are in the ordinary and usual course of the Group's money lending business. The terms (including the interest rate) of the Corporate Loan Agreement, the Individual Loan Agreement, the Corporate Loan Extension Agreement and the Individual Loan Extension Agreement were arrived at by the parties after arm's length negotiations with reference to the prevailing market interest rates and practices.

Having considered the financial background of the Corporate Borrower and the Individual Borrowers, the availability of the securities provided, the interest income to be received by the Group in respect of the Extension and the fact that the Corporate Borrower and the Individual Borrowers had duly paid interest accrued on the Corporate Loan and the Individual Loan after the expiry of the original terms, the Directors consider that the terms of the Corporate Loan Extension Agreement and the Individual Loan Extension Agreement are normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

Given the relationship between the Corporate Borrower and the Individual Borrowers as described above, the Corporate Borrower is an associate of the Individual Borrowers. As such, (i) the advance of the Corporate Loan and the Individual Loan; and (ii) the Extension are aggregated in determining the applicable percentage ratios as defined under the Listing Rules.

As none of the applicable percentage ratios in respect of the advance of the Corporate Loan and the Individual Loan (in aggregate) exceeded 5%, the advance of the Corporate Loan and the Individual Loan (in aggregate) did not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

As one of the applicable percentage ratios in respect of the Extension (both stand alone and aggregated with the advance of the Corporate Loan and the Individual Loan) exceeds 5% but all such applicable percentage ratios are lower than 25%, the Extension constitutes a discloseable transaction for the Company and is subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Neway Group Holdings Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Corporate Borrower”	a private company incorporated in Hong Kong with limited liability
“Corporate Loan”	a loan in the principal amount of HK\$5,000,000 granted by the Lender to the Corporate Borrower
“Corporate Loan Agreement”	the loan agreement dated 15 June 2015 entered into among the Lender, the Corporate Borrower and the Individual Borrowers as guarantors in relation to the provision of the Corporate Loan
“Corporate Loan Extension Agreement”	the loan extension agreement dated 8 August 2016 entered into among the Lender, the Corporate Borrower and the Individual Borrowers as guarantors in relation to the extension of the repayment date of the Corporate Loan

“Director(s)”	the director(s) of the Company
“Extension”	the extension of the repayment date of each of (i) the Corporate Loan pursuant to the Corporate Loan Extension Agreement; and (ii) the Individual Loan pursuant to the Individual Loan Extension Agreement
“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
“Independent Third Party(ies)”	third party(ies) independent of the Company and the connected persons (as defined in the Listing Rules) of the Company
“Individual Borrowers”	two individuals who are Independent Third Parties
“Individual Loan”	a loan in the principal amount of HK\$15,000,000 granted by the Lender to the Individual Borrowers
“Individual Loan Agreement”	the loan agreement dated 15 June 2015 entered into between the Lender and the Individual Borrowers in relation to the provision of the Individual Loan
“Individual Loan Extension Agreement”	the loan extension agreement dated 8 August 2016 entered into between the Lender and the Individual Borrowers in relation to the extension of the repayment date of the Individual Loan
“Lender”	Grand Prospects Finance International Limited (華泰財務國際有限公司), a wholly-owned subsidiary of the Company

“Listing Rules”	the Rules Governing the Listing of Securities of the Stock Exchange
“Money Lenders Ordinance”	Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

On behalf of the Board  
**Neway Group Holdings Limited**  
**Suek Ka Lun, Ernie**  
*Chairman*

8 August 2016

*As at the date of this announcement, the Directors are Mr. Suek Ka Lun, Ernie (Chairman) and Mr. Suek Chai Hong (Chief Executive Officer) being the executive Directors; Dr. Ng Wai Kwan, Mr. Chan Kwing Choi, Warren and Mr. Wong Sun Fat being the non-executive Directors; and Mr. Tse Tin Tai, Ms. Lui Lai Ping, Cecily, and Mr. Lee Kwok Wan being the independent non-executive Directors; and Mr. Lau Kam Cheong being the alternate Director to Dr. Ng Wai Kwan.*