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HJ Capital (International) Holdings Company Limited
華金國際資本控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock code: 982)

CONNECTED TRANSACTION
FINANCIAL PRINTING SERVICES

On 31 January 2019 (after trading hours), the Financial Printing Company entered into the Financial Printing Agreement with the Service Recipient for the provision of typesetting and printing, translation, media and logistics services in relation to the Proposed Listing, for a service fee of HKD2,720,000. During the 12-month period prior to entering into the Financial Printing Agreement, the Financial Printing Company and another member of the Group as service providers provided certain financial printing, typesetting, design, translation, media and logistics services to different members of the Huafa Group pursuant to the Previous Arrangements. Upon the Financial Printing Company entering into the Financial Printing Agreement, the service fees receivable by the Financial Printing Company when aggregated with the service fees received or receivable by the Group as a whole under the Previous Arrangements during the 12-month period, will be in excess of HKD3,000,000.

As each of the service recipients under the Previous Arrangements and the Service Recipient is an indirect subsidiary of Zhuhai Huafa, an indirect controlling shareholder of the Company interested in approximately 36.88% of the total issued share capital of the Company therefore each of them is a connected person of the Company pursuant to Chapter 14A of the Listing Rules and all transactions contemplated by each of the Previous Arrangements and the Financial Printing Agreement constitute connected transactions of the Company.

All Previous Arrangements and the Financial Printing Agreement individually constitutes a connected transaction of the Company and is fully exempt from reporting, announcement, circular (including independent financial advice) and Shareholders' approval requirements. However, as the Previous Arrangements and the Financial Printing Agreement have been entered into by the Group with members of the Huafa Group within a 12-month period and are of similar nature, i.e. in relation to financial printing, design, translation, production of promotional materials, the transactions contemplated thereunder shall be aggregated as if they were one transaction pursuant to Rule 14A.81 of the Listing Rules. Since all applicable percentage ratios in respect of the Previous Arrangements and the Financial Printing Agreement in aggregate are less than 25% and the aggregate service fees are less than HKD10,000,000, the entering into of the Financial Printing Agreement is subject to the reporting and announcements requirements but is exempt from the circular (including independent financial advice) and Shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

FINANCIAL PRINTING AGREEMENT

Date

31 January 2019 (after trading hours)

Parties

- (a) The Financial Printing Company
- (b) Service Recipient

Services to be provided

The Financial Printing Company agreed to provide, and the Service Recipient agreed to accept, the Financial Printing Services in relation to the Proposed Listing as more particularly set out below.

Service Fee

The service fee shall be a maximum of HKD2,720,000 payable by the Service Recipient to the Financial Printing Company. The invoice shall be issued for settlement on the date of the issue of the invoice for the Proposed Listing or before 31 December 2019, whichever is earlier. Full payment shall be settled within 15 business days after the date of issue of the invoice, and in any event prior to the date on which listing takes place. The service fees were determined by the Parties on arm's length basis with reference to comparable market practice for fees payable under the Financial Printing Agreement.

Financial Printing Services

The Financial Printing Services to be provided by the Financial Printing Company pursuant to the Financial Printing Agreement shall be provided directly to the Service Recipient and its holding company and comprise, but not limited to, the following:

- (i) Formatting, typesetting and proofreading, translation, alteration, file conversion, submission and e-Submission services in relation to the following documents for the Proposed Listing:
 - a. prospectus;
 - b. application proof prospectus;
 - c. post hearing information pack prospectus;
 - d. application forms;
 - e. formal notice; and
 - f. allotment results announcements;
- (ii) Proof distribution, delivery, labelling, stuffing and packaging, and faxing services; and
- (iii) Design services.

Termination

Neither Party shall have the right to terminate the Financial Printing Agreement.

INFORMATION ON THE GROUP AND THE FINANCIAL PRINTING COMPANY

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of financial advisory services, securities underwriting and consultancy, securities and futures brokerage, equity research business, money lending business and financial printing services in Hong Kong. The Financial Printing Company is an indirect non-wholly owned subsidiary of the Company, whose scope of business is providing financial printing services, including but not limited to typesetting and printing, translation, media and logistics services.

INFORMATION ON THE SERVICE RECIPIENT

The Service Recipient is a leading environmental hygiene service provider providing a range of environmental hygiene solution in Hong Kong. The Service Recipient is an indirect subsidiary of Zhuhai Huafa, an indirect controlling shareholder of the Company interested in approximately 36.88% of the total issued share capital of the Company, therefore the Service Recipient is an indirect subsidiary of Zhuhai Huafa and hence, a connected person of the Company pursuant to Rule 14A.07 of the Listing Rules. The Company is also an indirect shareholder of the Service Recipient, holding not more than 5% of the total issued share capital of the Service Recipient through its holding company. Save for the foregoing, to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, there is no other relationship between the Group and the Service Recipient.

REASONS FOR ENTERING INTO THE FINANCIAL PRINTING AGREEMENT AND THE PREVIOUS ARRANGEMENTS

With the existence of the Financial Printing Company as an indirect subsidiary of the Company, the Group possesses and is well equipped with the necessary expertise and personnel to provide financial printing services which is one of the principal businesses of the Group. The Group has been providing such financial printing services to members of the Huafa Group in the past pursuant to the Previous Arrangements. The provision of services under the Financial Printing Agreement by the Financial Printing Company is on normal commercial terms or better and in the ordinary and usual course of business of the Group.

LISTING RULES IMPLICATION

As each of the service recipients under the Previous Arrangements and the Service Recipient is an indirect subsidiary of Zhuhai Huafa, an indirect controlling shareholder of the Company interested in approximately 36.88% of the total issued share capital of the Company, therefore each of them is a connected person of the Company pursuant to Chapter 14A of the Listing Rules and all transactions contemplated by each of the Previous Arrangements and the Financial Printing Agreement constitute connected transactions of the Company.

All Previous Arrangements and the Financial Printing Agreement individually constitutes a connected transaction of the Company and is fully exempt from reporting, announcement, circular (including independent financial advice) and Shareholders' approval requirements. However, as the Previous Arrangements and the Financial Printing Agreement have been entered into by the Group with members of the Huafa Group within a 12-month period and are of similar nature, i.e. in relation to financial printing, design, translation, production of promotional materials, the transactions contemplated thereunder shall be aggregated as if they were one transaction pursuant to Rule 14A.81 of the Listing Rules. Since all applicable percentage ratios in respect of the Previous Arrangements and the Financial Printing Agreement in aggregate are less than 25% and the aggregate service fees are less than HKD10,000,000, the entering into of the Financial Printing Agreement is subject to the reporting and announcements requirements but is exempt from the circular (including independent financial advice) and Shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

The Directors (including the independent non-executive Directors) have confirmed that the terms of the Financial Printing Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

GENERAL INFORMATION

All executive Directors and Ms. Zhang Kuihong, the non-executive Director, are directors and/or senior management of Zhuhai Huafa and are therefore deemed to have material interests in the transactions under the Financial Printing Agreement and the Previous Arrangements, and have abstained from voting on the relevant Board resolutions. Other than those Directors mentioned above, none of the other Directors has or is deemed to have a material interest in the transactions under the Financial Printing Agreement and the Previous Arrangements.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	HJ Capital (International) Holdings Company Limited (華金國際資本控股有限公司*), a company incorporated in Bermuda with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange (Stock code: 982)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Financial Printing Agreement”	the financial printing agreement dated 31 January 2019 and entered into between the Financial Printing Company and the Service Recipient for the provision by the Financial Printing Company of the Financial Printing Services
“Financial Printing Company”	iOne Financial Press Limited (卓智財經印刷有限公司), a company incorporated in Hong Kong with limited liability and an indirect subsidiary of the Company
“Financial Printing Services”	the services to be provided by the Financial Printing Company to the Service Recipient in relation to the Proposed Listing as more particularly described in this announcement
“Group”	the Company and its subsidiaries from time to time
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong

“Huafa Group”	Zhuhai Huafa and its subsidiaries from time to time
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Parties”	the parties to the Financial Printing Agreement, and “Party” means any one of them
“Previous Arrangements”	eight previous arrangements between the Financial Printing Company and another member of the Group as service providers with certain members of Huafa Group prior to the Financial Printing Agreement, for the provision of financial printing, design, translation, production of promotional materials
“Proposed Listing”	proposed listing of the shares of the holding company of the Service Recipient on the Main Board of the Stock Exchange
“Service Recipient”	a party to the Financial Printing Agreement, which is a company incorporated in Hong Kong with limited liability, an indirect subsidiary of Zhuhai Huafa and a connected person of the Company and the recipient of the Financial Printing Services
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhuhai Huafa”	Zhuhai Huafa Group Company Limited (珠海華發集團有限公司), a state-owned enterprise wholly-owned by Zhuhai State-owned Asset Supervision and Administration Commission and a controlling shareholder of the Company

By order of the Board
HJ Capital (International) Holdings Company Limited
Li Guangning
Chairman

Hong Kong, 31 January 2019

As at the date of this announcement, the Board comprises Mr. Li Guangning (Executive Director and Chairman); Mr. Xie Wei (Executive Director and Chief Executive Officer) and Ms. Guo Jin (Executive Director); Ms. Zhang Kuihong, Mr. Shong Hugo and Mr. Qie Yan (all being Non-executive Directors); Dr. Chen Jieping, Dr. Sun Mingchun and Mr. Tse Yung Hoi (all being Independent Non-executive Directors).

* *for identification purpose only*