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## **CHINLINK INTERNATIONAL HOLDINGS LIMITED**

**普匯中金國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0997)**

### **DISCLOSEABLE TRANSACTION**

#### **THE ENTRUSTED LOAN AGREEMENT**

On 7 September 2020, Chinlink Guarantee (an indirect non-wholly-owned subsidiary of the Company), the Customer and the Administrative Agent entered into the Entrusted Loan Agreement, pursuant to which Chinlink Guarantee (as the lender) agreed to lend and the Customer (as the borrower) agreed to borrow the Entrusted Loan with principal amount of RMB26.0 million (equivalent to approximately of HK\$29.51 million) for a period of twelve months. The Administrative Agent acting as the management agent will monitor the timely repayment of the Entrusted Loan by the Customer but will not assume any risk associated with the Entrusted Loan. The management fee payable to the Administrative Agent shall be borne by the Customer. Prior to entering into the Entrusted Loan Agreement, within twelve months before 7 September 2020, the Group had entered into the Previous Transactions with the Customer.

#### **LISTING RULES IMPLICATIONS**

Either entering into the Entrusted Loan Agreement on its own or when aggregating the Previous Transactions with the Entrusted Loan Agreement will result in certain percentage ratios exceeding 5% but below 25%, and hence the entering into the Entrusted Loan Agreement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

*\* For identification purpose only*

On 7 September 2020, Chinlink Guarantee (an indirect non-wholly-owned subsidiary of the Company), the Customer and the Administrative Agent entered into the Entrusted Loan Agreement, pursuant to which Chinlink Guarantee (as the lender) agreed to lend and the Customer (as the borrower) agreed to borrow the Entrusted Loan with principal amount of RMB26.0 million (equivalent to approximately of HK\$29.51 million) for a period of twelve months. The Administrative Agent acting as the management agent will monitor the timely repayment of the Entrusted Loan by the Customer but will not assume any risk associated with the Entrusted Loan. The management fee payable to the Administrative Agent shall be borne by the Customer.

Prior to entering into the Entrusted Loan Agreement, within twelve months before 7 September 2020, the Group had entered into the Previous Transactions with the Customer. Details of the Previous Transactions are set out in the paragraph headed “Previous Transactions” below.

Other details of the Entrusted Loan Agreement are set out below.

### **The Entrusted Loan Agreement**

#### **Date**

7 September 2020

#### **Parties**

(i) Chinlink Guarantee;

(ii) the Customer; and

(iii) the Administrative Agent.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, (i) the Customer and its ultimate beneficial owners, i.e. 趙重華 (Zhao Zhong Hua<sup>#</sup>) and 羅峰 (Luo Feng<sup>#</sup>), are third parties independent of the Company and its connected persons; (ii) the Customer is principally engaged in food & beverage and entertainment business in the PRC; and (iii) the Administrative Agent is a financial institution in the PRC and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

#### **Terms of the Entrusted Loan**

The Entrusted Loan period shall commence from 7 September 2020 and end on 7 September 2021. In respect of the above arrangements, Chinlink Guarantee shall charge the Customer interest at the rate of 7% per annum which is payable on 7 September 2021.

#### **Securities**

The obligations of the Customer under the Entrusted Loan Agreement shall be secured by the operational income of the Customer.

## **Counter-guarantee**

The obligation of the Customer under the Entrusted Loan Agreement is secured by the personal guarantee granted by the legal representative of the Customer in favour of Chinlink Guarantee.

## **PREVIOUS TRANSACTIONS**

During the twelve months period immediately prior to entering into the Entrusted Loan Agreement, the Group had entered into the Previous Transactions with the Customer which consist of:

- (i) the Supplemental Guarantee and Consultancy Services Agreement I, pursuant to which the Group (i) provided guarantee in favour of the Customer on certain bank loan between the Customer and a bank in the PRC; and (ii) provided management consultancy services to the Customer; and
- (ii) the Supplemental Guarantee and Consultancy Services Agreement II, pursuant to which the Group (i) provided guarantee in favour of the Customer on certain bank loan between the Customer and a bank in the PRC; and (ii) provided management consultancy services to the Customer.

## **REASONS FOR THE ENTRUSTED LOAN AGREEMENT**

The Company is an investment holding company. The Group is principally engaged in property investment, trading (including mainly electronic components and appliance), provision of financial guarantee services, financial advisory services and logistics services in the PRC.

Chinlink Guarantee is currently an indirect non-wholly-owned subsidiary of the Company principally engaged in the provision of financial guarantee services, provision of consultancy services and provision of entrusted loans in the PRC. The Entrusted Loan Agreement is entered into in the ordinary and usual course of business of the Group. The terms of the Entrusted Loan Agreement were negotiated among Chinlink Guarantee and the Customer on an arm's length basis with reference to prevailing market rates and terms for similar entrusted loan arrangements providing to the Customer under the impact of Coronavirus Disease 2019 outbreak.

Taking the above into account, the Board is of the view that the terms of the Entrusted Loan Agreement are fair and reasonable and on normal commercial terms, and the transactions contemplated thereunder are in the interest of the Group and its shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

Either entering into the Entrusted Loan Agreement on its own or when aggregating the Previous Transactions with the Entrusted Loan Agreement will result in certain percentage ratios exceeding 5% but below 25%, and hence the entering into the Entrusted Loan Agreement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules

## DEFINITIONS

Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as set forth below:–

“Administrative Agent”	西安聚華網路小額貸款有限公司 (Xi’an Ju Hua Online Financial Limited#)
“Board”	the board of Directors
“Chinlink Guarantee”	陝西普匯中金融資擔保有限公司 (Shaanxi Chinlink Financial Guarantee Limited#), a company established as a wholly foreign-owned company in the PRC and an indirect non-wholly-owned subsidiary of the Company
“Company”	Chinlink International Holdings Limited, a company incorporated in Bermuda whose shares are listed on the main board of the Stock Exchange (Stock Code: 0997)
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Customer”	陝西滾石新天地文化投資有限公司 (Shaanxi Gun Shi Xin Tian Di Cultural Investment Company Limited#)
“Director(s)”	the director(s) of the Company from time to time
“Entrusted Loan”	the loan with principal amount of RMB26.0 million (equivalent to approximately of HK\$29.51 million) for a period commencing on 7 September 2020 and ending on 7 September 2021 at 7% interest rate per annum to be lent by Chinlink Guarantee and to be borrowed by the Customer in accordance with the Entrusted Loan Agreement
“Entrusted Loan Agreement”	the entrusted loan agreement dated 7 September 2020 and entered into among Chinlink Guarantee, the Customer and the Administrative Agent in relation to the provision of an Entrusted Loan
“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 PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Old Consultancy Services Agreement I”	the consultancy services agreement dated 28 March 2019 and entered into between Chinlink Guarantee and the Customer in relation to the provision of management consultancy services in respect of logistics system appraisal for a period of 12 months at the consideration of RMB60,000 (equivalent to approximately of HK\$68,100)
“Old Consultancy Services Agreement II”	the consultancy services agreement dated 28 March 2019 and entered into between Chinlink Guarantee and the Customer in relation to the provision of management consultancy services in respect of logistics system appraisal for a period of 12 months at the consideration of RMB360,000 (equivalent to approximately of HK\$408,600)
“Old Guarantee Agreement I”	the guarantee agreement dated 28 March 2019 and entered into between Chinlink Guarantee and the Customer in relation to the guarantee of the full settlement of the obligations under a bank loan agreement entered into by the Customer (as the borrower) and a bank (as the lender) in the PRC with principal amount of RMB4.0 million (equivalent to approximately of HK\$4.54 million) for a term of 12 months for a guarantee fee of RMB40,000 (equivalent to approximately HK\$45,400)
“Old Guarantee Agreement II”	the guarantee agreement dated 28 March 2019 and entered into between Chinlink Guarantee and the Customer in relation to the guarantee of the full settlement of the obligations under a bank loan agreement entered into by the Customer (as the borrower) and a bank (as the lender) in the PRC with principal amount of RMB6.0 million (equivalent to approximately of HK\$6.81 million) for a term of 12 months for a guarantee fee of RMB60,000 (equivalent to approximately HK\$68,100)
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Previous Transactions	collectively, the transactions contemplated under the Supplemental Guarantee and Consultancy Services Agreement I and the Supplemental Guarantee and Consultancy Services Agreement II
“RMB”	Renminbi, the lawful currency of the PRC

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Guarantee and Consultancy Services Agreement I”	the supplemental agreement dated 26 March 2020 and entered into between Chinlink Guarantee and the Customer in relation to the extension of (i) the services period under the Old Consultancy Services Agreement I for 12 months at the consideration of RMB60,000 (equivalent to approximately of HK\$68,100); and (ii) the guarantee period under the Old Guarantee Agreement I for 12 months at the consideration of RMB40,000 (equivalent to approximately HK\$45,400)
“Supplemental Guarantee and Consultancy Services Agreement II”	the supplemental agreement dated 26 March 2020 and entered into between Chinlink Guarantee and the Customer in relation to the extension of (i) the services period under the Old Consultancy Services Agreement II for 6 months at the consideration of RMB180,000 (equivalent to approximately of HK\$204,300; and (ii) the guarantee period under the Old Guarantee Agreement II for 6 months at the consideration of RMB30,000 (equivalent to approximately HK\$34,050)
“%”	per cent.

The English translation of Chinese names marked with “#” in this announcement, where indicated, is included for identification purpose only, and should not be regarded as the official English translation of such Chinese names.

By order of the Board  
**Chinlink International Holdings Limited**  
**Mr. Li Weibin**  
*Chairman*

Hong Kong, 7 September 2020

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Li Weibin, Mr. Siu Wai Yip, and Mr. Lau Chi Kit; a non-executive Director, namely Ms. Fung Sau Mui; and three independent non-executive Directors, namely Dr. Ho Chung Tai, Raymond, Ms. Lai Ka Fung, May and Ms. Chan Sim Ling, Irene.*

*In this announcement, amounts in RMB are translated into HK\$ on the basis of RMB1 = HK\$1.135. The conversion rate is for illustration purpose only and should not be taken as a representation that RMB could actually be converted into HK\$ at such rate or at other rates or at all.*