

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.



Blue River Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 498)

DISCLOSEABLE TRANSACTION GRANT OF REVOLVING LOAN FACILITY

GRANT OF REVOLVING LOAN FACILITY

On 7 December 2022 (after trading hours), the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to make available to the Borrower the Revolving Loan Facility of up to HK\$150,000,000 at an interest rate of 8.5% per annum. The Revolving Loan Facility can be drawn down at any time within the period of twelve (12) months commencing from the date of the Loan Agreement (or such other period as the Borrower and the Lender may agree in writing).

LISTING RULES IMPLICATION

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Revolving Loan Facility exceed 5% but are less than 25%, the grant of the Revolving Loan Facility under the Loan Agreement constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

On 7 December 2022 (after trading hours), the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to make available to the Borrower the Revolving Loan Facility of up to HK\$150,000,000 at an interest rate of 8.5% per annum. The Revolving Loan Facility can be drawn down at any time within the period of twelve (12) months commencing from the date of the Loan Agreement (or such other period as the Borrower and the Lender may agree in writing).

THE LOAN AGREEMENT

The principal terms of the Loan Agreement are set out below:

- Date: 7 December 2022 (after trading hours)
- Lender: Shinning Resort Assets Management Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
- Borrower: Green River Associates Limited, a company incorporated in the Marshall Islands with limited liability
- Available amount: HK\$150,000,000
- Availability period: The period within twelve (12) months commencing from the date of the Loan Agreement (or such other period as the Borrower and the Lender may agree in writing)
- Final repayment date (the “**Final Repayment Date**”): Twelve (12) months from the date of the Loan Agreement when the outstanding loan amount, any outstanding accrued interests and other outstanding sums are due to be re-paid in full by the Borrower to the Lender
- Repayment: The outstanding loan amount, any outstanding accrued interests and other monies outstanding in connection with the Revolving Loan Facility shall be repaid in full on the Final Repayment Date.
- Prepayment: The Borrower may prepay all or any part of the outstanding loan amount and the accrued interest thereon on any Business Day prior to the Final Repayment Date without penalty provided that the Borrower has given to the Lender prior written notice one (1) day in advance specifying the amount and date of prepayment.

Interest: Interest will accrue on the outstanding loan amount at the interest rate of 8.5% per annum from the date of drawdown of the Revolving Loan Facility and is payable on quarterly basis on the last Business Day of each three months commencing from the date of the Loan Agreement. Any outstanding accrued interests shall be fully paid on the Final Repayment Date.

Undertaking: The Borrower has undertaken to the Lender that throughout the continuance of the Loan Agreement and so long as any sum remains owing thereunder that the Borrower will not, unless the Lender otherwise agrees in writing, create or attempt or agree to create or permit to arise or exist any charge or other encumbrances on 32% interest of the issued share capital of SHOG Creation Limited (which holds 19.89% of the issued share capital of Oshidori International Holdings Limited (stock code: 622) whose shares are listed on the Stock Exchange as at the date of this announcement) held by it or sell or agree to sell or otherwise dispose of these shares.

Purpose: All the proceeds drawn under the Revolving Loan Facility will be solely used as the general working capital of the Borrower.

Conditions Precedent

The Lender is not obliged to make the Revolving Loan Facility available to the Borrower unless no events of default have occurred nor are continuing and the Lender has received the following:

- (a) the Loan Agreement having been duly executed by the Borrower;
- (b) the notice of drawing having been duly executed by the Borrower; and
- (c) a certified true copy of the resolutions of the board of directors of the Borrower approving the entering into the Loan Agreement and the transactions contemplated thereunder and authorising the execution of the Loan Agreement and other necessary document(s).

Funding of the Revolving Loan Facility

The advance of the Revolving Loan Facility will be funded by internal resources of the Group.

INFORMATION OF THE GROUP AND THE LENDER

The Company is an investment holding company incorporated in Bermuda with limited liability. The Group is principally engaged in, among others, development and operation of ports, infrastructure, gas distribution and logistics facilities in the PRC, providing comprehensive engineering and property-related services through Paul Y. Engineering Group Limited and its subsidiaries, land and property development and investment in the PRC, securities trading and investment, and provision of financing related services.

The Lender, an indirect wholly-owned subsidiary of the Company, is incorporated in Hong Kong with limited liability. The Lender is principally engaged in loan financing.

INFORMATION OF THE BORROWER

The Borrower is a company incorporated in the Marshall Islands with limited liability and is principally engaged in investment business with the investment portfolio currently consisting of over 15 equity securities listed on the Stock Exchange and other unlisted securities.

As at the date of this announcement, the Borrower is owned as to approximately 49.59% by Ms. Yu Man Fung Alice (“**Ms. Yu**”), 33.06% by Planetree International Limited (“**Planetree International**”) and 17.35% by Skytop Technology Limited (“**Skytop**”). Ms. Yu is a merchant. Planetree International is a company incorporated in the Marshall Islands with limited liability and is principally engaged in investment holding, which is a wholly-owned subsidiary of Planetree International Development Limited (stock code: 613), whose shares are listed on the Main Board of the Stock Exchange. Skytop is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding, which is a wholly-owned subsidiary of CST Group Limited (stock code: 985), whose shares are listed on the Main Board of the Stock Exchange.

Each of the Borrower and its ultimate beneficial owners is an Independent Third Party.

THE GROUP'S CREDIT RISK ASSESSMENT ON THE BORROWER

Prior to entering into the Loan Agreement, the Group has carried out due diligence and credit assessment works on the Borrower to understand and verify various information including the Borrower's background, financial conditions and the purpose of the Revolving Loan Facility. It has obtained and reviewed the following information and documents to assess the background, financial strength and repayment ability of the Borrower, including but not limited to:

- (i) corporate documents of the Borrower such as articles of incorporation, certificate of incorporation, register of members and bylaws of the Borrower;
- (ii) unaudited financial statements of the Borrower for the financial years ended 31 December 2020 and 2021 and management accounts of the Borrower for the eleven months ended 30 November 2022; and
- (iii) business related information of the Borrower such as its investment portfolio as at 30 November 2022.

Based on the due diligence conducted and the risk assessment results, and having assessed the financial position of the Borrower, the Company is satisfied with the financial strength and repayment ability of the Borrower. In addition, the Group has assessed the background of the ultimate beneficial owners of the Borrower and evaluated the Borrower's creditworthiness. Despite that the Revolving Loan Facility is not secured or guaranteed, the Directors consider that the credit risks involved in the grant of the Revolving Loan Facility to the Borrower are acceptable, having taken into account (i) the reputation, integrity and background of Ms. Yu; (ii) the listing status of the holding companies of Planetree International and Skytop; and (iii) the ultimate beneficial owners of the Borrower are financially sound based on the result of relevant public searches and with reference to the publicly available information.

As a measure in respect of the recoverability and collection of the outstanding loan and accrued interests, the Group will keep monitoring the status of the Borrower through, among others, paying attention to publicly available information of the Borrower, conducting updated credit assessments of the Borrower and obtaining and reviewing updated financial statements and business information of the Borrower, so as to identify any irregularities of the Borrowers and material financial events in relation to the Revolving Loan Facility on a regular basis.

REASON FOR AND BENEFITS OF THE GRANT OF THE REVOLVING LOAN FACILITY

The Group has been principally engaged in, among others, provision of financing related services i.e. loan financing, financial related services and cash management. The grant of the Revolving Loan Facility is in the ordinary and usual course of business of the Group and will generate interest income to the Group. Further, the terms of the Loan Agreement, including the applicable interest, were negotiated on an arm’s length basis between the Lender and the Borrower, with reference to the prevailing market interest rates and commercial practices, the financing needs of the Borrower and its purpose of the Revolving Loan Facility as well as the due diligence and credit assessment result on the Borrower. The Directors consider that the terms of the Loan Agreement are fair and reasonable and the grant of the Revolving Loan Facility is in the interest of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATION

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Revolving Loan Facility exceed 5% but are less than 25%, the grant of the Revolving Loan Facility under the Loan Agreement constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

- “Board” board of Directors
- “Borrower” Green River Associates Limited, a company incorporated in the Marshall Islands with limited liability
- “Business Day” a day (excluding Saturday and public holiday) on which banks in Hong Kong are open for business
- “Company” Blue River Holdings Limited (stock code: 498), an exempted company incorporated in Bermuda with limited liability, the 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

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	the third party(ies) independent of the Company and its connected persons (as defined in the Listing Rules)
“Lender”	Shinning Resort Assets Management 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 as amended from time to time
“Loan Agreement”	the loan agreement dated 7 December 2022 entered into between the Lender and the Borrower in relation to the grant of the Revolving Loan Facility
“PRC”	the People’s Republic of China
“Revolving Loan Facility”	the revolving loan facility of up to HK\$150,000,000 to be made available to the Borrower by the Lender pursuant to the Loan Agreement
“Share(s)”	share(s) of par value of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	holders of the Share(s)

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent

By Order of the Board

Blue River Holdings Limited

HO Sze Nga
Company Secretary

Hong Kong, 7 December 2022

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Benny KWONG (*Chairman*)

AU Wai June

Marc TSCHIRNER

SAM Hing Cheong

Independent Non-Executive Directors:

William GILES

YU Chung Leung

LAM John Cheung-wah