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粵海廣南(集團)有限公司

GDH GUANGNAN (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 01203)

Committed Term Loan Facility in the Principal Amount of HK\$250 million and Disclosure Pursuant to Rule 13.18 of the Listing Rules

This announcement is made by GDH Guangnan (Holdings) Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company announces that on 3 June 2024, the Company entered into a facility letter (the “**Facility Letter**”) issued by a bank whereby a HK\$250 million (or its equivalent in Renminbi) committed term loan facility (the “**Facility**”) for a term of 364 days for the purposes of financing the working capital requirement of the fresh and live foodstuffs business and refinancing the existing debts of the Company, would be made available by the bank to the Company subject to the terms and conditions of the Facility Letter.

Pursuant to the Facility Letter, the Company undertakes to the bank that it shall:

- (i) remain ultimately majority-owned (directly and/or indirectly) by 廣東粵海控股集團有限公司 (Guangdong Holdings Limited) (“**Guangdong Holdings**”); and
- (ii) remain majority-owned (directly and/or indirectly) by GDH Limited (“**GDH**”).

If the Company fails to perform any of its obligations under the Facility Letter, the bank may by notice to the Company:

- (i) cancel the Facility whereupon they shall immediately be cancelled;
- (ii) declared that all or part of the loans, together with accrued interest, and all other amounts accrued or outstanding under the Facility Letter be immediately due and payable, whereupon they shall become immediately due and payable; and/or
- (iii) declared that all or part of the loans be payable on demand, whereupon they shall immediately become payable on demand by the bank.

At the date of this announcement, GDH, the immediate controlling shareholder of the Company, directly holds approximately 59.19% of the total number of shares of the Company in issue; and Guangdong Holdings, the ultimate controlling shareholder of the Company, indirectly holds approximately 59.19% of the total number of shares of the Company in issue.

The Company will make continuing disclosure in its subsequent interim and annual reports for so long as the above obligations continue to exist pursuant to the requirements of Rule 13.21 of the Listing Rules.

In this announcement, the English name of the PRC entity is a translation of its Chinese name and is included herein for identification purpose only. In the event of any inconsistency, the Chinese name shall prevail.

By order of the Board
GDH Guangnan (Holdings) Limited
Chen Benguang
Chairman

Hong Kong, 3 June 2024

As at the date of this announcement, the Board is composed of three executive Directors, namely Mr. Chen Benguang, Mr. Yang Zhe and Mr. Chau Wang Kei; one non-executive Director, namely Mr. Wang Longhai; and three independent non-executive Directors, namely Mr. Gerard Joseph McMahon, Mr. Li Kar Keung, Caspar and Dr. Wong Yau Kar, David.