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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 NEW AGREEMENTS

On 15 September 2021, Chinlink Guarantee (an indirect non-wholly-owned subsidiary of the Company) and the Customer entered into the New Guarantee Agreement and New Consultancy Services Agreement, pursuant to which Chinlink Guarantee agreed to guarantee the settlement by the Customer of the obligation 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 RMB4.5 million (equivalent to approximately HK\$5.44 million) for a period of twelve months and to provide management consultancy services in respect of logistics system appraisal for a period of twelve months to the Customer. During the twelve months period immediately prior to entering into the New Agreements, the Group had entered into the Previous Transactions with the Customer.

LISTING RULES IMPLICATIONS

The entering into of the New Agreements on their own does not exceed 5% of any of the percentage ratios under Rule 14.07 of the Listing Rules. However, when aggregating the Previous Transactions with the New Agreements, it will result in certain percentage ratios exceed 5% but less than 25%, and hence the entering into of the Previous Transactions together with the New Agreements constitutes a disclosable 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 15 September 2021, Chinlink Guarantee (an indirect non-wholly-owned subsidiary of the Company) and the Customer entered into the New Guarantee Agreement and New Consultancy Services Agreement, pursuant to which Chinlink Guarantee agreed to guarantee the settlement by the Customer of the obligation 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 RMB4.5 million (equivalent to approximately HK\$5.44 million) for a period of twelve months and to provide management consultancy services in respect of logistics system appraisal for a period of twelve months to the Customer.

During the twelve months period immediately prior to entering into the New Agreements, 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 terms of the New Guarantee Agreement and the New Consultancy Services Agreement are set out below.

The New Guarantee Agreement

Date

15 September 2021

Parties

(i) Chinlink Guarantee; and

(ii) the Customer.

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. the Individual Guarantor I and 張豔榮 (Zhang Yan Rong[#]) (who owned 70% equity interests of the Customer), are third parties independent of the Company and its connected persons; and (ii) the Customer is principally engaged in development and management of apartments in the PRC.

Subject matter

Pursuant to the New Guarantee Agreement, Chinlink Guarantee agreed to guarantee the settlement by the Customer of the obligation 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 RMB4.5 million (equivalent to approximately HK\$5.44 million).

Terms of the guarantee

The guarantee services shall commence from 15 September 2021 and end on 8 September 2022. In respect of the above arrangements, Chinlink Guarantee shall charge the Customer a guarantee fee of RMB45,000 (equivalent to approximately HK\$54,405) which is payable by twelve equal instalments of RMB3,750 each (equivalent to approximately HK\$4,534).

Counter-guarantee

The obligation of the Customer under the New Guarantee Agreement is secured by (i) a personal guarantee granted by the Individual Guarantor I and Individual Guarantor II; and (ii) a corporate guarantee granted by the Corporate Guarantor I, in favour of Chinlink Guarantee.

The New Consultancy Services Agreement

Date

15 September 2021

Parties

(i) Chinlink Guarantee; and

(ii) the Customer.

Subject matter

Pursuant to the New Consultancy Services Agreement, Chinlink Guarantee agreed to provide management consultancy services in respect of logistics system appraisal to the Customer.

Terms of the consultancy services

The consultancy services shall commence from 15 September 2021 and end on 8 September 2022. In respect of the above arrangements, Chinlink Guarantee shall charge the Customer a consultancy services fee of RMB67,500 (equivalent to approximately HK\$81,608) which is payable by twelve equal instalments of RMB5,625 each (equivalent to approximately HK\$6,801).

PREVIOUS TRANSACTIONS

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

- (i) the Factoring Financing Amendment and Extension Agreement, pursuant to which the Group provided commercial factoring services to the Customer;
- (ii) the Entrusted Loan Agreement in relation to an entrusted loan arrangement between the Customer, the Group and a financial institution in the PRC; and
- (iii) the Supplemental Guarantee and Consultancy Services Agreement, 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 NEW AGREEMENTS

The Company is an investment holding company. The Group is principally engaged in property investment, trading, provision of financial guarantee services, financial advisory services and logistics services in the PRC and Hong Kong.

Chinlink Guarantee is currently an indirect non-wholly-owned subsidiary of the Company principally engaged in the provision of financing guarantee services, provision of consultancy services and provision of entrusted loans in the PRC. The New Agreements are entered into in the ordinary and usual course of business of the Group. The terms of the New Agreements were negotiated among Chinlink Guarantee and the Customer on an arm's length basis with reference to prevailing market rates and terms for similar financial guarantee arrangements and the scope of services 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 New Agreements are fair and reasonable and on normal commercial terms, and the transactions contemplated thereunder are in the interest of the Group and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The entering into of the New Agreements on their own does not exceed 5% of any of the percentage ratios under Rule 14.07 of the Listing Rules. However, when aggregating the Previous Transactions with the New Agreements, it will result in certain percentage ratios exceed 5% but less than 25%, and hence the entering into of the Previous Transactions together with the New Agreements constitutes a disclosable 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 [#]) which is a third party independent of the Company and its connected persons
“Board”	the board of Directors
“Chinlink Commercial Factoring”	陝西普匯中金商業保理有限公司 (Shaanxi Chinlink Commercial Factoring Limited [#]), a company established as a wholly foreign-owned company in the PRC and an indirect non-wholly-owned subsidiary of the Company
“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
“Commercial Factoring Agreement”	the factoring agreement (as supplemented on 21 November 2019 as the services period be extended to 26 November 2020 and the principal being reduced to RMB15.3 million (equivalent to approximately HK\$18.50 million) at 8% interest rate per annum and handling charge of RMB153,000 (equivalent to approximately HK\$184,977). For details, please refer to the announcement of the Company dated 21 November 2019) dated 20 August 2019 entered into between Chinlink Commercial Factoring and the Customer in relation to a commercial factoring arrangement with recourse for an amount of RMB17.0 million (equivalent to approximately HK\$20.55 million) for the period from 20 August 2019 to 26 November 2019 at 8% interest rate per annum and handling charge of RMB42,500 (equivalent to approximately HK\$51,383)

“Factoring Financing Amendment and Extension Agreement”	the amendment and extension agreement dated 27 November 2020 and entered into between Chinlink Commercial Factoring and the Customer in relation to further extension of services period under the Commercial Factoring Agreement for a period of twelve months to 27 November 2021 at 8% interest rate per annum and handling charge of RMB153,000 (equivalent to approximately HK\$184,977). The obligation of the Customer under the Factoring Financing Amendment and Extension Agreement was secured by (i) the personal guarantees granted by the Individual Guarantor I; and (ii) the corporate guarantee granted by the Corporate Guarantor I, in favour of Chinlink Guarantee (For details, please refer to the announcement of the Company dated 27 November 2020)
“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
“Corporate Guarantor I”	西安創德科技有限公司(Xi’an Chuang De Technology Company Limited [#]), a company incorporated in the PRC. Its major ultimate beneficial owners are 陳雲鵬 (Chen Yun Peng [#]) and 趙西文(Zhao Xi Wen [#]), who own 60% and 40% equity interests of the Corporate Guarantor I respectively. The Corporate Guarantor I and its major shareholders are third party independent of the Company and its connected persons
“Corporate Guarantor II”	陝西美搏健身俱樂部有限責任公司(Shaanxi Meibo Fitness Club Company Limited [#]), a company incorporated in the PRC. Its major ultimate beneficial owner is 肖峰 (Xiao Feng [#]) and 閔文靜(Yan Wen Jing [#]), who own 53.3% and 46.7% equity interests of the Corporate Guarantor II. The Corporate Guarantor II and its major shareholder are third party independent of the Company and its connected persons
“Customer”	陝西匯景實業科技發展有限公司 (Shaanxi Hui Jing Industry Technology Development Company Limited [#])
“Director(s)”	the director(s) of the Company from time to time

“Entrusted Loan”	the loan with principal amount of RMB6.0 million (equivalent to approximately HK\$7.25 million) for a period commencing on 14 October 2020 and ending on 14 October 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 14 October 2020 and entered into among Chinlink Guarantee, the Customer and the Administrative Agent in relation to the provision of an Entrusted Loan. The obligation of the Customer under the Entrusted Loan Agreement was secured by (i) the personal guarantees granted by the Individual Guarantor I; and (ii) the corporate guarantee granted by the Corporate Guarantor I, in favour of Chinlink Guarantee (For details, please refer to the announcement of the Company dated 14 October 2020)
“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
“Individual Guarantor I”	張鵬 (Zhang Peng [#]), the legal representative of the Customer who owns 30.0% equity interest of the Customer and a third party independent of the Company and its connected persons
“Individual Guarantor II”	商羽 (Shang Yu [#]), the spouse of the Individual Guarantor I and a third party independent of the Company and its connected persons
“Leverage Guarantee Agreement”	financial guarantee agreement for which Chinlink Guarantee is required to just place a small portion of the subject bank loan amount as bank deposit to the lending bank as security of the bank loan to be granted to customers. As the lending bank takes up most of the default risk, it would be more difficult and take longer processing time for the customer to get the bank approval and therefore, Chinlink Guarantee will charge the customer a lower consultancy fee rate
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Agreements”	collectively, the New Guarantee Agreement and New Consultancy Services Agreement”

“New Consultancy Services Agreement”	the consultancy services agreement dated 15 September 2021 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 twelve months at the consideration of RMB67,500 (equivalent to approximately HK\$81,608)
“New Guarantee Agreement”	the Leverage Guarantee Agreement dated 15 September 2021 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 RMB4.5 million (equivalent to approximately HK\$5.44 million) for a term of twelve months for a guarantee fee of RMB45,000 (equivalent to approximately HK\$54,405)
“Old Consultancy Services Agreement”	the consultancy services agreement dated 27 September 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 RMB90,000 (equivalent to approximately HK\$108,810)
“Old Guarantee Agreement”	the Leverage Guarantee Agreement dated 27 September 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 HK\$7.25 million) for a term of approximately 12 months for a guarantee fee of RMB60,000 (equivalent to approximately HK\$72,540)
“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 Entrusted Loan Agreement, Factoring Financing Amendment and Extension Agreement and the Supplemental Guarantee and Consultancy Services Agreement
“RMB”	Renminbi, the lawful currency of the PRC

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Guarantee and Consultancy Services Agreement”	the supplemental agreement dated 25 September 2020 and entered into between Chinlink Guarantee and the Customer in relation to (i) the extension of the guarantee period under the Old Guarantee Agreement for a period of about twelve months to 15 September 2021; (ii) the reduction of the guarantee amount from RMB6.0 million (equivalent to approximately HK\$7.25 million) under the Old Guarantee Agreement to RMB5.0 million (equivalent to approximately HK\$6.05 million; and (iii) the extension of the management consultancy services period under the Old Consultancy Services Agreement for a period of about twelve months to 15 September 2021, at the total consideration of RMB125,000 (equivalent to approximately HK\$151,125) The obligation of the Customer under the Supplemental Guarantee and Consultancy Services Agreement was secured by (i) the personal guarantees granted by the Individual Guarantor I and Individual Guarantor II; and (ii) the corporate guarantee granted by the Corporate Guarantor II, in favour of Chinlink Guarantee. (For details, please refer to the announcement of the Company dated 25 September 2020)
“%”	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, 15 September 2021

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; 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\$1.209. 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.