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GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00172)

DISCLOSEABLE TRANSACTION SUBSCRIPTIONS OF PRINCIPAL-PROTECTED STRUCTURED DEPOSIT

The Board wishes to announce that Shanghai Goldbond, an indirect wholly-owned subsidiary of the Company, executed the Structured Deposit Agreement on 7 November 2018 with Industrial Bank pursuant to which Shanghai Goldbond subscribed for principal-protected and floating income structured deposit issued by Industrial Bank for RMB14,000,000.

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the subscription amounts of RMB29,000,000 on an aggregated basis with the outstanding Structured Deposit of a similar nature executed by the Group on 15 October 2018 with the same bank exceed 5% but less than 25%, the transactions constitute discloseable transactions for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

STRUCTURED DEPOSIT AGREEMENT EXECUTED ON 15 OCTOBER 2018

A summary of the principal terms of the Structured Deposit Agreement executed by Shanghai Goldbond on 15 October 2018 with Industrial Bank are set out as follows:

Date	:	15 October 2018
Parties	:	Shanghai Goldbond, as the subscriber and Industrial Bank, as the bank
Type of the Structured Deposit	:	Principal-protected and floating income structured deposit
Principal amount	:	RMB15,000,000
Term	:	182 days commencing from 15 October 2018 and expiring on 15 April 2019

- Expected income : 4.04% – 4.08% per annum (if SHGFGOAM INDEX falls within RMB50 per gram to RMB700 per gram for the whole term of the structured deposit, the interest will be 4.05%; if SHGFGOAM INDEX falls under RMB50 per gram for any one day during the term of the structured deposit, the interest would be 4.04%; if SHGFGOAM INDEX rises above RMB700 per gram for any one day during the term of the structured deposit, the interest would be 4.08%)
- Early termination : The principal subscription amount can only be withdrawn at maturity

STRUCTURED DEPOSIT AGREEMENT EXECUTED ON 7 NOVEMBER 2018

A summary of the principal terms of the Structured Deposit Agreement executed by Shanghai Goldbond on 7 November 2018 with Industrial Bank are set out as follows:

- Date : 7 November 2018
- Parties : Shanghai Goldbond, as the subscriber and Industrial Bank, as the bank
- Type of the Structured Deposit : Principal-protected and floating income structured deposit
- Principal amount : RMB14,000,000
- Term : 181 days commencing from 7 November 2018 and expiring on 7 May 2019
- Expected income : 4.04% – 4.08% per annum (if SHGFGOAM INDEX falls within RMB50 per gram to RMB700 per gram for the whole term of the structured deposit, the interest will be 4.05%; if SHGFGOAM INDEX falls under RMB50 per gram for any one day during the term of the structured deposit, the interest would be 4.04%; if SHGFGOAM INDEX rises above RMB700 per gram for any one day during the term of the structured deposit, the interest would be 4.08%)
- Early termination : The principal subscription amount can only be withdrawn at maturity

REASONS AND BENEFITS FOR ENTERING INTO THE STRUCTURED DEPOSIT AGREEMENT

As the Structured Deposits offer better potential returns together with 100% principal protected features to Shanghai Goldbond when compared to the fixed-term deposit interest rates offered by commercial banks in the PRC, the Directors consider that the subscriptions for the Structured Deposits are on normal commercial terms negotiated at arm's length and are fair and reasonable and are in the interest of the Company and the Shareholders as a whole.

The subscriptions of the Structured Deposits were conducted on the premises that such investments would not adversely affect the working capital of the Company or the operation of the Company's principal business.

The Group is principally engaged in the provision of financing services and trading of goods in Hong Kong and the PRC and holding of interests in a joint venture and associates. Shanghai Goldbond is a limited liability company established in the PRC mainly engaged in the business of trading of goods.

INFORMATION ABOUT INDUSTRIAL BANK

Industrial Bank is a joint stock commercial bank and the shares of which are listed on the Shanghai Stock Exchange (Stock code: 601166). Industrial Bank and its subsidiaries mainly engaged in commercial bank services, its main business scope includes: deposits taking; provision of short-, medium- and long-term loans; domestic and international settlement; bills acceptance and discounting; issue of financial bonds; agency issue, cashing and underwriting of government bonds; trading of government bonds and financial bonds; agency issue of negotiable securities except stock; trading and agency trading of negotiable securities except stock; asset custody; inter-bank borrowing and lending; trading or agency trading of foreign exchange; settlement and sales of foreign exchange; bank card business; L/C services and guarantee; agency collections and payments and agency insurance; safe-box services, financial consulting, credit investigation, consulting, witness business and other banking activities approved by the China Banking Regulatory Commission.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of Industrial Bank and its ultimate substantial beneficial owners as publicly disclosed by Industrial Bank are third parties independent of the Company and its connected persons.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the subscription amounts of RMB29,000,000 on an aggregated basis together with the outstanding Structured Deposit of a similar nature executed by the Group on 15 October 2018 with the same bank exceed 5% but less than 25%, the transactions constitute discloseable transactions for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	Goldbond Group Holdings Limited (stock code: 00172), a company incorporated in Hong Kong with limited liability and the issued 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Industrial Bank”	Industrial Bank Co., Ltd., a joint stock commercial bank and the shares of which are listed on the Shanghai Stock Exchange (stock code: 601166)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which shall, for the purpose of this announcement, exclude Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Goldbond”	Shanghai Goldbond Trading Company Limited* 上海金寓宏商貿有限公司, a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“SHGFGOAM INDEX”	Shanghai Gold A.M. Benchmark Price* 上海金上午基準價 quoted by Shanghai Gold Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Structured Deposit(s)”	the structured deposit(s) issued by Industrial Bank, the main terms of which are summarised in this announcement
“Structured Deposit Agreement(s)”	the agreement executed by Shanghai Goldbond and Industrial Bank relating to the subscription(s) of the Structured Deposit(s)
“%”	per cent

* *English translated name is for identification purpose only*

By order of the Board
Goldbond Group Holdings Limited
Kelly Li
Company Secretary

Hong Kong, 7 November 2018

As at the date of this announcement, the Board comprises Mr. Wong Yu Lung, Charles, Mr. Ding Chung Keung and Ms. Wong, Michelle Yatyee (all being executive Directors), Mr. Ma Ho Fai GBS JP, Mr. Cheng Yuk Wo and Mr. Ng Chi Keung MH (all being independent non-executive Directors).