

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.



高富集團控股有限公司
GT GROUP HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 263)

DISCLOSEABLE TRANSACTION
PROVISION OF FINANCIAL ASSISTANCE

The Board is pleased to announce that on 25 May 2018, Upperclass Developments (an indirect wholly-owned subsidiary of the Company) entered into the Loan Agreement with the Borrower and the Guarantor pursuant to which Upperclass Developments agreed to provide an unsecured loan in a fixed amount of HK\$30,000,000 to the Borrower for a term of 12 months.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the amount of financial assistance granted to the Borrower is more than 5% but less than 25%, the loan granted under the Loan Agreement constitutes a disclosable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

PROVISION OF FINANCIAL ASSISTANCE

On 25 May 2018, Upperclass Developments entered into the Loan Agreement with the Borrower and the Guarantor, pursuant to which Upperclass Developments has agreed to provide an unsecured loan in a fixed amount of HK\$30,000,000 (“the Loan”) to the Borrower for a term of 12 months.

THE LOAN AGREEMENT

Summarised below are the principal terms of the Loan Agreement.

Date : 25 May 2018

Lender : Upperclass Developments

- Borrower** : a company incorporated in the British Virgin Islands which, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, is an Independent Third Party
- Guarantor** : an individual who, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, is an Independent Third Party of the Company and connected persons of the Company
- Principal** : HK\$30,000,000
- Subject to the satisfaction of certain conditions as set out in the Loan Agreement, the Borrower shall drawdown the entirety of the Loan in one lump sum on the date of the Loan Agreement
- Interest Rate** : 13% per annum, payable in full at the end of the Term together with the repayment of the Loan
- Term** : 12 months from the date of the drawdown
- Guarantee** : Personal guarantee provided by the Guarantor in favour of Upperclass Developments to secure the obligation of the Borrower under the Loan Agreement
- Voluntary Prepayment** : The Borrower may prepay all or part of the Loan together with all interests accrued thereon up to and including the date of actual prepayment

The terms of the Loan Agreement were arrived at after arm's length negotiations between Upperclass Developments and the Borrower with reference to the commercial practice, the financial standing of the Borrower and the costs of funds of the Group.

FUNDING OF THE LOAN

The Group will finance the Loan by internal resources.

INFORMATION ON THE GROUP AND UPPERCLASS DEVELOPMENTS

The Company is an investment holding company. The Group is principally engaged in the trading of goods, financing, property development and brokerage and securities investment businesses. The Company's strategy is to continue to identify attractive investment opportunities for further expansion of its financial services business, such as money lending, securities investment and enhancement of its margin loans for its brokerage customers.

Upperclass Developments is an indirect wholly-owned subsidiary of the Company principally engaged in the business of securities investment.

REASONS FOR, AND BENEFITS OF, THE LOAN AGREEMENT

The advance of the Loan is made in the ordinary course of the Group's financing business. Taking into account of the satisfactory financial background of the Borrower and the personal guarantee by the Guarantor, and the revenue and cash flow that can be generated from the Loan, the Directors consider that the terms of the Loan Agreement and the entering into of the Loan Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

The grant of the Loan under the Loan Agreement is a financial assistance provided by the Company within the meaning of the Listing Rules.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the principal amount of financial assistance granted to the Borrower is more than 5% but less than 25%, the Loan granted under the Loan Agreement constitutes a disclosable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

However, as the amount of the financial assistance granted to the Borrower does not exceed 8% under the assets ratio as defined under Rule 13.13 of the Listing Rules, the Loan is not subject to the general disclosure obligations under Rule 13.15 of the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“Borrower”	the borrower under the Loan Agreement
“Company”	GT Group Holdings Limited, a company incorporated in the Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guarantor”	the guarantor of the Borrower's obligations under the Loan Agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Independent Third Party(ies)”	party(ies) who is/are independent of the Company and its connected person(s) (as defined in the Listing Rules)

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	a loan in a principal amount of HK\$30,000,000 provided by Upperclass Developments to the Borrower under the Loan Agreement
“Loan Agreement”	the loan agreement dated 25 May 2018 entered into between Upperclass Developments, the Borrower and the Guarantor in respect of the Loan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Upperclass Developments”	Upperclass Developments Limited, a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company

By order of the Board of
GT GROUP HOLDINGS LIMITED
Li Dong
Chairman

Hong Kong, 25 May 2018

As at the date of this announcement, the Board comprises five Executive Directors, namely Mr. Li Dong (Chairman), Ms. Ng Shin Kwan, Christine, Mr. Chan Ah Fei, Mr. Liang Shan and Mr. Feng Taiguo and three Independent Non-executive Directors, namely Dr. Wong Yun Kuen, Mr. Wong Shun Loy and Mr. Hu Chao.