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中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

DISCLOSEABLE TRANSACTION SUPPLEMENTAL AGREEMENTS IN RELATION TO THE EXTENSION OF LOANS

EXTENSION OF LOANS

Reference is made to the announcement of the Company dated 7 December 2018 in relation to the grant of the Revolving Loan Facility and the Previous Loans with an aggregate principal amount of HK\$72,000,000 by the Lender to the Borrower.

The Board wishes to announce that on 4 December 2020 (after trading hours), the Lender entered into the Revolving Loan Supplemental Agreement with the Borrower, pursuant to which the Lender and the Borrower agreed that (i) the availability period and the final repayment date of the Revolving Loan Facility shall be extended to five years after the date of the Revolving Loan Agreement and (ii) the interest rate of the Revolving Loan Facility shall be changed from 12% per annum to 7% per annum with effect from 7 December 2020.

Separately, on 4 December 2020 (after trading hours), the Lender entered into the Previous Loan Supplemental Agreements with the Borrower, pursuant to which the Lender and the Borrower agreed that the final repayment date of the Previous Loans shall be extended to five years from the day of drawing appearing on the first notice of drawing.

Save as disclosed above, all other terms and conditions of the Loan Agreements shall remain unchanged and in full force and effect.

LISTING RULES IMPLICATION

As an applicable percentage ratio in respect of the Revolving Loan Facility in aggregate with the Previous Loans exceeds 5% but all of them are less than 25%, the entering into of the Supplemental Agreements and the respective transactions contemplated thereunder constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules but is exempt from the shareholders' approval requirement.

INTRODUCTION

Reference is made to the announcement of the Company dated 7 December 2018 in relation to the grant of the Revolving Loan Facility and the Previous Loans with an aggregate principal amount of HK\$72,000,000 by the Lender to the Borrower.

The Board wishes to announce that on 4 December 2020 (after trading hours), the Lender entered into the Revolving Loan Supplemental Agreement with the Borrower, pursuant to which the Lender and the Borrower agreed that (i) the availability period and the final repayment date of the Revolving Loan Facility shall be extended to five years after the date of the Revolving Loan Agreement and (ii) the interest rate of the Revolving Loan Facility shall be changed from 12% per annum to 7% per annum with effect from 7 December 2020.

Separately, on 4 December 2020 (after trading hours), the Lender entered into the Previous Loan Supplemental Agreements with the Borrower, pursuant to which the Lender and the Borrower agreed that the final repayment date of the Previous Loans shall be extended to five years from the day of drawing appearing on the first notice of drawing.

Save as disclosed above, all other terms and conditions of the Loan Agreements shall remain unchanged and in full force and effect.

The principal terms of the Loan Agreements (as amended and supplemented by the Supplemental Agreements) are summarised as follows:

The Revolving Loan Agreement (as amended and supplemented by the Revolving Loan Supplemental Agreement)

Date of the Revolving Loan Agreement: 7 December 2018 (after trading hours)

Date of the Revolving Loan Supplemental Agreement: 4 December 2020 (after trading hours)

Lender: The Lender, Top Billion Finance Limited, a limited company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company, which is a licensed money lender in Hong Kong under the Money Lenders Ordinance

Borrower: The Borrower, an individual who, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, is an Independent Third Party

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| Revolving Loan Facility: | A Revolving Loan Facility of HK\$50,000,000 made available to the Borrower by the Lender subject to and upon the terms and conditions of the Revolving Loan Agreement. For the avoidance of doubt, any repaid principal amounts of the Revolving Loan Facility are available for drawing during the availability period |
| Availability period: | The Revolving Loan Facility can be drawn down at any time within the period of five (5) years after the date of the Revolving Loan Agreement |
| Final repayment date: | The date falling five (5) years after the date of the Revolving Loan Agreement |
| Repayment: | The Borrower shall repay the aggregate principal amount of the loan and interest thereon and all other sums for the time being outstanding to the Lender on or before the final repayment date |
| Early repayment: | The Borrower may prepay all or any part of the loan without penalty provided that the Borrower shall have given the Lender prior written notice one (1) Business Day in advance specifying the amount and date of prepayment |
| Interest: | The interest at a rate of (i) 12% per annum from the drawdown date to 6 December 2020 and (ii) 7% per annum from 7 December 2020 onwards is to be charged by the Lender on the outstanding amount of the Revolving Loan Facility. Interest shall accrue day to day and be calculated on a 365-day per year basis. All accrued and unpaid interest shall be repaid by the Borrower on the final repayment date |
| Security: | Second legal charge/mortgage provided by the Borrower in favour of the Lender in respect of a residential and commercial property located in Kowloon, with valuation conducted by an independent property valuer on 30 November 2020 having a value of HK\$85,000,000 |

The Previous Loan Agreements (as amended and supplemented by the Previous Loan Supplemental Agreements)

| | Previous Loan Agreement 1 | Previous Loan Agreement 2 | Previous Loan Agreement 3 |
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| Date of the Previous Loan Agreements: | 9 August 2018 | 30 August 2018 | 3 September 2018 |
| Date of the Previous Loan Supplemental Agreements: | 4 December 2020 | | |
| Lender: | The Lender | | |
| Borrower: | The Borrower | | |
| Aggregate principal amount: | HK\$10,000,000 | HK\$7,000,000 | HK\$5,000,000 |
| Final repayment date: | The date falling five (5) years from the day of drawing appearing on the first notice of drawing | | |
| Repayment: | The loan and other monies outstanding in connection with the facility shall be repaid in full on or before the final repayment date mentioned above | | |
| Early repayment: | The Borrower may at any time, without premium or penalty, prepay the loan in full by giving to the Lender not less than one (1) Business Day's prior written notice | | |
| Interest: | 7% per annum | 7% per annum | 7% per annum |

The terms of the Supplemental Agreements have been arrived at by the Lender and the Borrower after arm's length negotiations, having regard to the prevailing market interest rates and the anticipated market conditions.

Funding of the Loans

The provision of the Loans is funded by internal resources of the Group.

INFORMATION ON THE GROUP AND THE LENDER

The Group is principally engaged in securities and futures dealing business, financial investments, property investments and money lending business. The Lender, being an indirect wholly-owned subsidiary of the Company, is a licensed money lender in Hong Kong under the Money Lenders Ordinance. The Lender conducts money lending business solely in Hong Kong through the provision of unsecured loans and secured loans to customers, including individuals and corporations.

INFORMATION ON THE BORROWER

The Borrower is an individual who is a repeat customer of the Group with no default record. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, the Borrower is an Independent Third Party.

REASONS FOR AND BENEFITS OF THE SUPPLEMENTAL AGREEMENTS

The grant of the Loans is in the Lender's ordinary and usual course of business. As the Loans have been generating interest income to the Lender, the Company believes that it is a good opportunity to obtain continuing returns in terms of interest income for the Group by extending the term of the Loans.

In light of the global economy uncertainty and the COVID-19 outbreak, it is anticipated that the market conditions may remain sluggish and that the market interest rates may further decrease. The Company believes that the interest rate of 7% per annum under the Loan Agreements (as amended and supplemented by the Supplemental Agreements) is in line with market interest rates and yet remains relatively attractive as it is higher than the interest rates for fixed deposits in the banks in Hong Kong.

Having considered the Borrower's repayment record and credit risk, the collaterals provided and the interest income to be earned by the Group, the Directors consider that the terms of the Supplemental Agreements are on normal commercial terms and are fair and reasonable and in the interest of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As an applicable percentage ratio in respect of the Revolving Loan Facility in aggregate with the Previous Loans exceeds 5% but all of them are less than 25%, the entering into of the Supplemental Agreements and the respective transactions contemplated thereunder constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules but is exempt from the shareholders' approval requirement.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and phrases have the following meanings:

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| “Board” | board of Directors |
| “Borrower” | Mr. Shio Tian Ho, an individual who is a repeat customer of the Group |
| “Business Day(s)” | day(s) (excluding Saturday) on which banks in Hong Kong are open for business |
| “Company” | Central Wealth Group Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 139) |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “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 |
| “HK\$” | Hong Kong dollars, the lawful currency in Hong Kong |
| “Independent Third Party(ies)” | third party(ies) independent of and not connected with the Company and its connected persons |
| “Lender” | Top Billion Finance Limited, a limited company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company |
| “Listing Rules” | Rules Governing the Listing of Securities on the Stock Exchange |
| “Loans” | the Revolving Loan Facility and the Previous Loans |
| “Loan Agreements” | the Revolving Loan Agreement and the Previous Loan Agreements |

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| “Money Lenders Ordinance” | Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) |
| “Previous Loan Agreement 1” | loan agreement dated 9 August 2018 entered into between the Lender and the Borrower for the grant of the loan in the amount of HK\$10,000,000 (as amended and supplemented from time to time) |
| “Previous Loan Agreement 2” | loan agreement dated 30 August 2018 entered into between the Lender and the Borrower for the grant of the loan in the amount of HK\$7,000,000 (as amended and supplemented from time to time) |
| “Previous Loan Agreement 3” | loan agreement dated 3 September 2018 entered into between the Lender and the Borrower for the grant of the loan in the amount of HK\$5,000,000 (as amended and supplemented from time to time) |
| “Previous Loan Agreements” | Previous Loan Agreement 1, Previous Loan Agreement 2 and Previous Loan Agreement 3 |
| “Previous Loan Supplemental Agreements” | supplemental agreements all dated 4 December 2020 entered into between the Lender and the Borrower for the extension of the Previous Loans |
| “Previous Loans” | unsecured loans granted by the Lender to the Borrower pursuant to the Previous Loan Agreements |
| “Revolving Loan Agreement” | revolving loan agreement dated 7 December 2018 entered into between the Lender and the Borrower in relation to the grant of the Revolving Loan Facility (as amended and supplemented from time to time) |
| “Revolving Loan Facility” | secured revolving loan facility of up to HK\$50,000,000 made available to the Borrower by the Lender pursuant to the Revolving Loan Agreement |
| “Revolving Loan Supplemental Agreement” | supplemental agreement dated 4 December 2020 entered into between the Lender and the Borrower for the extension of the Revolving Loan Facility and the revision of interest rate |

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| “percentage ratio(s)” | percentage ratio(s) as set out in Rule 14.07 of the Listing Rules |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Supplemental Agreements” | the Revolving Loan Supplemental Agreement and the Previous Loan Supplemental Agreements |
| “%” | per cent. |

On behalf of the Board
Central Wealth Group Holdings Limited
Chen Xiaodong
Chairman

Hong Kong, 4 December 2020

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

Executive Directors

Mr. Chen Xiaodong (*Chairman*)
Mr. Xu Ke (*Chief Executive Officer*)
Mr. Yu Qingrui
Ms. Lam Hay Yin

Independent non-executive Directors

Mr. Kwok Chi Kwong
Mr. Wu Ming
Mr. Liu Hongwei