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*(Incorporated in Bermuda with limited liability)*

(Stock Code: 1141)

**DISCLOSEABLE TRANSACTION:  
PROVISION OF THE LOAN FACILITY**

**PROVISION OF THE LOAN FACILITY**

The Board announces that, after the trading hours on 19 November 2015, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender has agreed to provide the Loan Facility of up to HK\$200 million to the Borrower, bearing interest at the rate of 1.8% per month for a period of two months. The source of the Loan Facility was funded by the Term Loan pursuant to the Term Loan Agreement.

**LISTING RULES IMPLICATION**

As the relevant applicable percentage ratios (as defined in the Listing Rules) in respect of the amount of the Loan Facility to be granted to the Borrower exceed 5% but are less than 25%, this transaction constitutes a discloseable transaction for the Company and is therefore subject to the notification and announcement requirements but is exempted from Shareholders' approval requirement under the Listing Rules.

\* For identification purpose only

## **PROVISION OF THE LOAN FACILITY**

The Board of the Company announces that, after the trading hours on 19 November 2015, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to provide the Loan Facility of up to HK\$200 million to the Borrower, bearing interest at the rate of 1.8% per month for a period of two months.

The source of the Loan Facility is funded by a term loan of HK\$200 million pursuant to the Term Loan Agreement. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the lender of the Term Loan and its ultimate beneficial owners are third parties independent of the Company and are not connected persons of the Company (as defined in the Listing Rules).

## **THE LOAN AGREEMENT**

### **Parties**

Lender: Skyway Credit Service Limited, an indirect wholly-owned subsidiary of the Company

Borrower: Eternal Vantage Investment Limited

The Borrower is principally engaged in investment holding.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Borrower and its ultimate beneficial owners are third parties independent of the Company and are not connected persons of the Company (as defined in the Listing Rules).

Principal terms of the Loan Agreement:

Date: 19 November 2015

Amount of the loan facility: HK\$200 million

Drawdown: Available for drawdown commencing from the date of the Loan Agreement

Repayment: Within two months from the date of drawdown

Interest:	1.8% per month
Security:	The Loan Facility will be secured by (i) the share charge provided by the Borrower charging the whole issued shares of Chinacorp; (ii) share charges provided by the shareholders of the Borrower charging the whole issued shares of the Borrower; (iii) the personal guarantees provided by the shareholders of the Borrower; (iv) a charge on the shareholder's loan owed by Chinacorp to the Borrower; and (v) a mortgage made by Chinacorp as mortgagor in respect of the Property.

## **REASONS FOR THE ENTERING INTO LOAN AGREEMENT**

The Company and its subsidiaries have been principally engaged in the businesses of supply and procurement of commodities, provision of brokerage service, provision of finance and securities investments.

The Lender is a registered money lender holding a valid money lenders license under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and is principally engaged in the money lending business. The provision of the Loan Facility is carried out in the ordinary and usual course of business activities of the Group. As elaborated above, the Loan Facility will be funded by the Term Loan.

The terms of the Loan Agreement were arrived at after arm's length negotiations between the Lender and the Borrower. After considering the expected interest income and return to the Group, the Board is of the view that the provision of the Loan Facility is on normal commercial terms which are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **IMPLICATIONS UNDER LISTING RULES**

As the relevant applicable percentage ratios (as defined in the Listing Rules) in respect of the amount of the Loan Facility to the Borrower exceed 5% but are less than 25%, this transaction constitutes a discloseable transaction for the Company and is therefore subject to the notification and announcement requirements but is exempted from Shareholders' approval requirement under the Listing Rules.

## DEFINITIONS

Unless the context otherwise requires, terms used in this announcement shall have the following meanings:

“Board”	the board of Directors
“Borrower”	Eternal Vantage Investment Limited, a company incorporated in Hong Kong with limited liability
“Chinacorp”	Chinacorp (HK) Investment Limited, a company incorporated in Hong Kong with limited liability, which is the registered and beneficial owner of the Property
“Company”	Skyway Securities Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Lender”	Skyway Credit Service Limited, a company incorporated in Hong Kong with limited liability which is an indirect wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	a loan agreement dated 19 November 2015 and entered into between the Lender and the Borrower in relation to the provision of the Loan Facility
“Loan Facility”	a loan facility of HK\$200 million to be made available to the Borrower by the Lender subject to and upon the terms and conditions of the Loan Agreement

“Property”	all that piece of land registered in the Land Registry as New Kowloon Inland Lot No. 692 together with the erections and buildings thereon known as No. 19 Cumberland Road, Kowloon and the appurtenances thereunto belonging
“Share(s)”	ordinary share(s) in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Term Loan”	a loan facility of HK\$200 million to be made available to the Company by an independent third party subject to and upon the terms and conditions of the Term Loan Agreement
“Term Loan Agreement”	a loan agreement dated 19 November 2015 and entered into between the Company and an independent third party in relation to the provision of the Term Loan
“%”	per cent

By Order of the Board  
**Skyway Securities Group Limited**  
**Suen Yick Lun Philip**  
*Acting Chairman and Managing Director*

Hong Kong, 19 November 2015

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

*Executive Directors:*

Mr. Suen Yick Lun Philip  
*(Acting Chairman and Managing Director)*  
Mr. Tam Tak Wah  
Mr. Ng Kwok Leung

*Independent Non-executive Directors:*

Dr. Leung Shiu Ki Albert  
Mr. Man Wai Chuen  
Mr. Siu Siu Ling Robert  
Mr. Chan Kwan Pak  
Mr. Siu Gee Tai