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## **CONTINUING CONNECTED TRANSACTION EXTENSION OF LOAN REPAYMENT DATE**

Reference is made to the Previous Announcement in relation to a loan transaction between SHKIB (a wholly-owned subsidiary of the Company) as the lender and Tanami as the borrower. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Previous Announcement.

On 5 April 2013, SHKIB as the lender entered into the Loan Agreement with Tanami as the borrower, pursuant to which, SHKIB has made available to Tanami the Loan Facility, being an unsecured revolving cash advance facility in the amount not exceeding A\$15,000,000 on the terms set out in the Loan Agreement. On 23 September 2013, SHKIB entered into the Supplemental Loan Agreement with Tanami, pursuant to which SHKIB agreed to, inter alia, extend the repayment date for the Loan Facility from 30 June 2014 to 31 March 2015.

On 30 June 2015, SHKIB issued the Renewal Letter to Tanami and Tanami acknowledged acceptance of the same, pursuant to which SHKIB agreed to further extend the repayment date for the Loan Facility from 31 March 2015 to 30 September 2015.

As at the date of this announcement, Tanami is owned as to approximately 32.13% by APRL which in turn is an indirect wholly-owned subsidiary of APL. APL, being a substantial shareholder of the Company, is a connected person of the Company. Tanami, being an associate of APL, is regarded as a connected person of the Company under the Listing Rules. Accordingly, the Transaction would constitute a continuing connected transaction on the part of the Company under Chapter 14A of the Listing Rules.

As each of the relevant applicable percentage ratios (other than the profit ratio) set out in Rule 14.07 of the Listing Rules in respect of the Transaction is less than 5%, the Transaction is subject to the reporting and announcement, and the annual review requirements but is exempted from the independent shareholders' approval requirement under the Listing Rules.

## 1. INTRODUCTION

Reference is made to an announcement of the Company dated 31 December 2013 (the “**Previous Announcement**”) in relation to a loan transaction between SHKIB (a wholly-owned subsidiary of the Company) as the lender and Tanami as the borrower. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Previous Announcement.

On 5 April 2013, SHKIB as the lender entered into the Loan Agreement with Tanami as the borrower, pursuant to which, SHKIB has made available to Tanami the Loan Facility, being an unsecured revolving cash advance facility in the amount not exceeding A\$15,000,000 on the terms set out in the Loan Agreement. On 23 September 2013, SHKIB entered into the Supplemental Loan Agreement with Tanami, pursuant to which SHKIB agreed to, inter alia, extend the repayment date for the Loan Facility from 30 June 2014 to 31 March 2015.

On 30 June 2015, SHKIB issued the Renewal Letter to Tanami and Tanami acknowledged acceptance of the same, pursuant to which SHKIB agreed to further extend the repayment date for the Loan Facility from 31 March 2015 to 30 September 2015.

## 2. THE TRANSACTION

### (i) The Renewal Letter

Date of Renewal Letter : 30 June 2015

Date of acceptance by Tanami : 30 June 2015

Parties : (1) SHKIB as the lender; and  
(2) Tanami as the borrower

**(ii) The terms of the Renewal Letter**

Pursuant to the Renewal Letter, the Loan Agreement shall be amended and supplemented that the repayment date of the Loan Facility be extended for a further term of six months from 31 March 2015 to 30 September 2015, subject to inter alia, the receipt of a non-refundable upfront fee in the sum of A\$50,000 by Tanami to SHKIB on or before the date of 6 July 2015.

Save for the amendment in the Renewal Letter, the provisions of the Loan Agreement as amended and/or supplemented by the Supplemental Agreement including the amount of the Loan Facility, interest rate of 6% per annum and the facility fees, and the rights and obligations thereunder shall remain in full force and effect.

The interest rate, facility fees and non-refundable upfront fee charged by SHKIB on the Loan Facility have been arrived at after arm's length negotiations between SHKIB and Tanami having regard to the cost of providing the Loan Facility and the terms of the Loan Agreement, Supplemental Loan Agreement and the Renewal Letter.

**3. ANNUAL CAP**

The expected cap amount of the Loan Facility for the period from 1 April 2015 to 30 September 2015 will be A\$15,960,000. The aforesaid expected cap amount is determined by reference to the expected cap amounts of the Loan Facility as disclosed in the Previous Announcement and based on the aggregate of the principal amount of the Loan Facility granted by SHKIB, the total interest, facility fees and non-refundable upfront fee payable based on the drawn down of A\$15,000,000 of the Loan Facility by Tanami and on the assumption that there is no early repayment during the term.

**4. REASONS FOR AND BENEFITS OF THE TRANSACTION**

The terms of the Renewal Letter, including the non-refundable upfront fee applicable, were arrived at after arm's length negotiations between SHKIB and Tanami. The Renewal Letter was issued by SHKIB having regard to (i) the costs of borrowing; and (ii) the interest income, facility fees and non-refundable upfront fee income generated by the Transaction. In addition, the Transaction is part of the ordinary and usual course of business of SHKIB.

Based on the above, the Directors (including the independent non-executive Directors) consider that the Renewal Letter was signed and issued after arm's length negotiations on normal commercial terms and in the ordinary and usual course of business of SHKIB which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **5. LISTING RULES IMPLICATIONS**

As at the date of this announcement, Tanami is owned as to approximately 32.13% by APRL which in turn is an indirect wholly-owned subsidiary of APL. APL, being a substantial shareholder of the Company, is a connected person of the Company. Tanami, being an associate of APL, is regarded as a connected person of the Company under the Listing Rules. Accordingly, the Transaction would constitute a continuing connected transaction on the part of the Company under Chapter 14A of the Listing Rules.

As each of the relevant applicable percentage ratios (other than the profit ratio) set out in Rule 14.07 of the Listing Rules in respect of the Transaction is less than 5%, the Transaction is subject to the reporting and announcement, and the annual review requirements but is exempted from the independent shareholders' approval requirement under the Listing Rules.

Mr. Lee Seng Huang (being an Executive Director and Group Executive Chairman of the Company) is one of the trustees of Lee and Lee Trust, being a discretionary trust which, together with Mr. Lee Seng Hui, indirectly owns approximately 70.21% interest in the total issued shares of AGL, which in turn owns approximately 74.80% of the total issued shares of APL. Since APL indirectly owns approximately 32.13% interest in the total issued shares of Tanami, Mr. Lee Seng Huang is deemed to be interested in the continuing connected transaction in respect of the Transaction and therefore, has abstained from voting on the relevant resolutions of the Board.

## **6. INFORMATION ABOUT THE COMPANY, SHKIB AND TANAMI**

### **The Company**

The Company is a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange and is a non wholly-owned subsidiary of APL.

The principal business activity of the Company is investment holding. The principal business activities of its major subsidiaries are structured finance, consumer finance and principal investments.

## **SHKIB**

SHKIB is a wholly-owned subsidiary of the Company. SHKIB is principally engaged in international offshore banking and related services. SHKIB holds a full international banking licence under Brunei's International Banking Order, 2000.

## **TANAMI**

Tanami is a company domiciled in Australia, the securities of which are listed on the Australian Securities Exchange. The principal business activities of Tanami are gold exploration and maintaining its producing assets on care and maintenance.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

- “Loan Facility” an unsecured revolving cash advance facility in the amount not exceeding A\$15,000,000 made available by SHKIB to Tanami on the terms and subject to the conditions set out in the Loan Agreement and/or the Supplemental Loan Agreement and/or the Renewal Letter (as the case may be);
- “Renewal Letter” the renewal letter in relation to the Loan Agreement as amended and/or supplemented by the Supplemental Agreement; and
- “Transaction” the transaction contemplated under the Renewal Letter.

By Order of the Board  
**Sun Hung Kai & Co. Limited**  
**Peter Anthony Curry**  
*Executive Director*

Hong Kong, 30 June, 2015

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

*Executive Directors:*

Messrs. Lee Seng Huang (*Group Executive Chairman*), Simon Chow Wing Charn, Joseph Tong Tang and Peter Anthony Curry

*Non-Executive Directors:*

Messrs. Ahmed Mohammed Aqil Qassim Alqassim (Mr. Joseph Kamal Iskander as his alternate), Ho Chi Kit (Mr. Roy Kuan as his alternate) and Leung Pak To (Mr. Liu Zheng as his alternate)

*Independent Non-Executive Directors:*

Mr. David Craig Bartlett, Mr. Alan Stephen Jones, Ms. Jacqueline Alee Leung and Mr. Peter Wong Man Kong