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## **金粵控股有限公司**

**Rich Goldman Holdings Limited**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00070)**

### **DISCLOSEABLE TRANSACTION REGARDING PROVISION OF FINANCIAL ASSISTANCE**

#### **PROVISION OF FINANCIAL ASSISTANCE**

On 14 December 2017, Top Vast (a wholly-owned subsidiary of the Company) and the Customer entered into the Loan Agreement, pursuant to which the Company agreed to lend the Loan in the amount of HK\$60,000,000 for a term of 24 months with the monthly interest of HK\$360,000 at the interest rate of 7.2% per annum.

The Group is principally engaged in (i) introducing customers to respective casino's VIP rooms in Macau and receiving the profit streams from junket businesses at respective casino's VIP rooms in Macau through independent junket operators in Macau; (ii) the money lending business; and (iii) the management and operation of hotel business. Top Vast is an indirect wholly-owned subsidiary of the Company and a licensed money lender under the Money Lenders Ordinance. The entering into of the Loan Agreement is in the ordinary and usual course of business of the Group.

#### **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the loan borne by Top Vast in the amount of HK\$60,000,000 under the Loan Agreement exceeds 5% but is less than 25%, the Loan in the amount of HK\$60,000,000 constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

On 14 December 2017, Top Vast (a wholly-owned subsidiary of the Company) and the Customer entered into the Loan Agreement, pursuant to which the Company and Top Vast agreed to lend the Loan in the amount of HK\$60,000,000 to the Customer at an interest rate of 7.2% per annum for a term of 24 months.

Set out below are the principal terms of the Loan Agreement:

**LOAN AGREEMENT**

Date	14 December 2017
Lender	Top Vast, a wholly-owned subsidiary of the Company
Borrower	The Customer is a company incorporated in the British Virgin Islands principally engaged in investment holding. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Customer and its ultimate beneficial owner are Independent Third Parties and not connected with the Group. There is no prior transaction entered into between the Group and the Customer or its ultimate beneficial owner which is required to be aggregated with the Loan Agreement pursuant to the Listing Rules.
Loan amount	HK\$60,000,000
Interest rate	7.2% per annum
Term	24 months commencing from the Drawdown Date
Repayment	The monthly interest of HK\$360,000 to be paid after the Drawdown Date. The principal amount shall be repaid on the date on or before the Maturity Date.
Securities	The Loan is secured by (i) a personal guarantee provided by an individual who is a director and a shareholder of the Customer; and (ii) a share mortgage executed by the Customer in favour of the Lender in respect of approximately 10% shareholdings in a finance company.
Early repayment	The Customers may prepay the Loan in full or in part to Top Vast before the loan maturity date by giving Top Vast not less than one month's prior written notice.
Call Loan	Notwithstanding any terms and conditions contained therein and whether the Customers have made any default or not, the Lender has the sole discretion to demand the Customers to repay the whole or part of the outstanding principal loan by giving not less than one month's prior written notice to the Customers without any compensation.

## **INFORMATION ON THE CREDIT RISK RELATING TO THE LOAN**

The grant of the Loan was made on the basis of the Company's credit assessments made on the business performance, financial strength and repayment ability of the Customer and the securities. After taking into account the factors as disclosed above in assessing the risks of the relevant advance, the Company considers that the risks involved in the advance to the Customer are relatively low.

## **FUNDING OF THE LOAN**

The Group will finance the Loan with its internal resources.

## **INFORMATION ON THE GROUP AND TOP VAST**

The Group is principally engaged in (i) introducing customers to respective casino's VIP rooms in Macau and receiving the profit streams from junket businesses at respective casino's VIP rooms in Macau through independent junket operators in Macau; (ii) the money lending business; and (iii) the management and operation of hotel business.

Top Vast is an indirect wholly-owned subsidiary of the Company. It has obtained the money lender licence under the Money Lenders Ordinance on 24 December 2015 and commenced the money lending business thereafter.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE LOAN AGREEMENT**

Taking into account the principal business activities of the Group, the grant of the Loan to the Customer is in the ordinary and usual course of business of the Group. The terms of the Loan Agreement were negotiated on an arm's length basis between the Lender and the Customer. The Directors are of the view that the terms of the Loan Agreement are entered into on normal commercial terms based on the Company's credit policy. Taking into account the satisfactory financial background of the Customer, the securities and that a stable revenue and cashflow stream from the interest income is expected, the Directors consider that the terms of the Loan Agreement are fair and reasonable and the entering into the Loan Agreement is in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

The transaction contemplated under the Loan Agreement constitutes a discloseable transaction for the Company as one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Loan Agreement exceeds 5% and is below 25%. Therefore, the transaction is subject to the reporting and announcement requirements under the Listing Rules.

## DEFINITIONS

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

“Board”	the board of the Directors
“Company”	Rich Goldman Holdings Limited, a company incorporated in Hong Kong with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 70)
“Customer”	the borrower, a company incorporated in the British Virgin Islands with limited liability which is principally engaged in investment holding and an Independent Third Party
“Director(s)”	the directors of the Company
“Drawdown Date”	the date on which the Loan is drawdown on 14 December 2017
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party(ies) who is/are independent of the Company and its connected person(s) (as defined under the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	a loan in the amount of HK\$60,000,000 granted by the Lender to the Customer
“Loan Agreement”	the loan agreement dated 14 December 2017 entered into between the Lender and the Customer pursuant to which the Lender agreed to grant the Loan to the Customer

“Maturity Date”	the date falling 24 months from the Drawdown Date
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning as ascribed thereto under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Top Vast”	Top Vast Finance Limited, a company incorporated in Hong Kong with limited liability
“%”	per cent.

By Order of the Board  
**Rich Goldman Holdings Limited**  
**Lin Chuen Chow, Andy**  
*Executive Director*

Hong Kong, 14 December 2017

*As at the date of this announcement, the Board comprises Mr. Danny Xuda Huang, Mr. Nicholas J. Niglio and Mr. Lin Chuen Chow, Andy as executive Directors; and Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Miss Yeung Hoi Ching as independent non-executive Directors.*