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SUPERACTIVE GROUP COMPANY LIMITED

先機企業集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0176)

DISCLOSEABLE TRANSACTION

PROVISION OF LOAN

On 17 January 2018, Superactive Finance, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower pursuant to which Superactive Finance has agreed to advance a loan in the principal amount of HK\$19,600,000 to the Borrower in accordance with the terms and conditions of the Loan Agreement.

SUPPLEMENTAL AGREEMENT

On 16 March 2018, Superactive Finance and the Borrower entered into a supplemental agreement (the “Supplemental Agreement”), pursuant to which the term of the Loan shall be extended to 17 May 2018. All other terms of the Loan Agreement remain unchanged and continue in full force and effect.

LISTING RULES IMPLICATIONS

As the relevant percentage ratios for the transaction under the Loan Agreement (as amended by the Supplemental Agreement) calculated in accordance with the Listing Rules is more than 5% but less than 25%, the Loan Agreement (as amended by the Supplemental Agreement) and the transactions contemplated thereunder constitute a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules.

PROVISION OF LOAN

On 17 January 2018, Superactive Finance entered into the Loan Agreement with the Borrower pursuant to which Superactive Finance has agreed to advance a loan in the principal amount of HK\$19,600,000 to the Borrower. The principal terms of the Loan Agreement are set out below:

THE LOAN AGREEMENT

Date

17 January 2018

Parties

Lender: Superactive Finance

Borrower: The Borrower

Principal amount

Pursuant to the Loan Agreement, Superactive Finance has agreed to advance a loan in the principal amount of HK\$19,600,000 to the Borrower in accordance with the terms and conditions of the Loan Agreement.

Drawdown

The Loan will be made available to the Borrower during the Drawdown Period.

Term of the Loan

The term of the Loan shall be for a fixed term of one calendar months with one calendar month renewable from the date of drawdown. The Borrower shall repay to Superactive Finance all outstanding Loan together with accrued interest on or before the Maturity Date.

Superactive Finance shall have the right at any time by notice in writing to the Borrower to require the Borrower to repay on demand the Loan and accrued interest thereon.

Prepayment

The Borrower may prepay the Loan in whole or in part of the outstanding amounts owing under the Loan Agreement after the date of drawdown by notice in writing to Superactive Finance to that effect.

Interest

The rate of interest applicable to the Loan shall be 10% per annum from the date of drawdown.

SUPPLEMENTAL AGREEMENT

On 16 March 2018, Superactive Finance and the Borrower entered into a supplemental agreement (the “**Supplemental Agreement**”), pursuant to which the term of the Loan shall be extended to 17 May 2018. All other terms of the Loan Agreement remain unchanged and continue in full force and effect.

REASONS FOR AND BENEFITS OF THE LOAN AGREEMENT AND SUPPLEMENTAL AGREEMENT

The Group is principally engaged in the business of manufacturing of consumer electronics products, money lending business and provision of regulated financial service in Hong Kong; and provision of nursery education service and property development in the People's Republic of China.

The Directors consider that the Loan Agreement (as amended by the Supplemental Agreement) was entered on normal commercial terms and in the ordinary and usual course of business of the Group. Since the terms of the Loan Agreement (as amended by the Supplemental Agreement) reflect the normal commercial terms, the Directors consider that the Loan Agreement (as amended by the Supplemental Agreement) is fair and reasonable and is in the interest of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the relevant percentage ratios for the transaction under the Loan Agreement (as amended by the Supplemental Agreement) calculated in accordance with the Listing Rules is more than 5% but less than 25%, the Loan Agreement (as amended by the Supplemental Agreement) and the transactions contemplated thereunder constitute a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“Borrower”	the borrower under the Loan Agreement, being an individual and an Independent Third Party
“Company”	Superactive Group Company Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Drawdown Period”	the period commencing on the date of the Loan Agreement and ending on 19 January 2018
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Independent Third Party”	any person or company and its ultimate beneficial owner(s), to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, is third party independent of the Company and its connected persons (as defined under the Listing Rules)

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the loan in the aggregate principal amount of HK\$19,600,000
“Loan Agreement”	the loan agreement dated 17 January 2018 and entered between Superactive Finance and the Borrower in respect of the provision of the Loan by Superactive Finance to the Borrower
“Maturity Date”	a fixed term of one calendar months with one calendar month renewable from the date of drawdown
“Money Lenders Ordinance”	Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong)
“Shareholders”	holders of the Shares
“Share(s)”	ordinary share(s) of HK\$0.10 each in issued share capital of the Company
“Superactive Finance”	Superactive Finance Company Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company and holds a money lender’s licence under the Money Lenders Ordinance
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

By Order of the Board
Superactive Group Company Limited
Yeung So Lai
Chairman

Hong Kong, 16 March 2018

At the date of this announcement, the executive Directors are Ms. Yeung So Lai and Mr. Lee Chi Shing Caesar; and the independent non-executive Directors are Mr. Chiu Sze Wai Wilfred, Mr. Chow Wai Leung William and Ms. Hu Gin Ing.