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**華融投資股份有限公司**

**HUARONG INVESTMENT STOCK CORPORATION LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

*(formerly known as Chun Sing Engineering Holdings Limited 震昇工程控股有限公司)*

**(Stock Code: 2277)**

**DISCLOSEABLE TRANSACTION  
SUBSCRIPTION OF SUBSCRIBED NOTES  
TO BE ISSUED BY MASTER GLORY GROUP LIMITED**

On 24 November 2016 (after trading hours), the Subscriber, an indirect wholly-owned subsidiary of the Company, and the Placing Agent entered into the Placing Letter, pursuant to which the Placing Agent agreed to place and the Subscriber agreed to subscribe for the Subscribed Notes to be issued by the Issuer in the principal amount of HK\$100 million.

As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules in respect of the Subscription exceed(s) 5% but less than 25%, the Subscription constitutes a discloseable transaction for the Company and is therefore subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

## THE PLACING LETTER

The principal terms of the Placing Letter are set out below:

- Date : 24 November 2016
- Parties : (1) Emperor Securities Limited, the Placing Agent  
(2) Bloom Right Limited, the Subscriber
- Subscription price of the Subscribed Notes : 100% of the principal amount of HK\$100 million.
- The Company intends to fund the total subscription amount of the Subscribed Notes by cash from the Group's internal resources.
- Condition precedent : Completion of the Subscription by the Subscriber is conditional upon the Placing Agreement having become unconditional and not having been terminated.
- Commission and fee : The Placing Agent will receive a placing commission of 5% of the principal amount of the Subscribed Notes from the Issuer. The Subscriber will be entitled to a commission rebate of 3.5% of the principal amount of the Subscribed Notes, which is payable by the Placing Agent on the date of completion of the Subscription.
- Payment : The Subscriber will make available to the Placing Agent for value by 30 November 2016 (or such later date as the Subscriber and the Placing Agent may agree) (the "**Payment Date**") the full amount of the total subscription price of the Subscribed Notes.
- Completion : Completion of the Subscription shall take place on the Payment Date.

## TERMS OF THE NOTES

A summary of the principal terms and conditions of the Notes is set out below:

Issuer of the Notes	: The Issuer, namely Master Glory Group Limited.
Principal amount of the Notes	: An aggregate principal amount of up to HK\$1,300 million.
Form and denomination	: The Notes are in registered form in the denomination of HK\$500,000 and integral multiples of HK\$100,000 in excess thereof.
Status of the Notes	: The Notes constitute direct, general, unconditional, unsubordinated and unsecured obligations of the Issuer which will at all times rank <i>pari passu</i> without any preference or priority among themselves and at least <i>pari passu</i> with all other present and future unsecured and unsubordinated obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.
Term of the Notes	: The third anniversary of the date of issue of the Notes (the “ <b>Term</b> ”).
Maturity date of the Notes	: The last day of the Term.
Interest rate	: 9.5% per annum, which will be payable by the Issuer quarterly in arrear.
Redemption on maturity	: Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed at 100% of the principal amount on the maturity date of the Notes, subject to the terms and conditions of the Notes.
Transferability	: The Notes will be freely transferrable, subject to the terms and conditions of the Instrument.

## **INFORMATION OF THE PLACING AGENT**

The Placing Agent is a company incorporated in Hong Kong, which is a licensed corporation to carry out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

## **INFORMATION OF THE ISSUER**

The Issuer, namely Master Glory Group Limited, is a company incorporated in Bermuda whose issued shares are listed on the Stock Exchange (stock code: 275). The Issuer and its subsidiaries are principally engaged in (i) trading of securities, (ii) industrial water supply business, (iii) property development, investment and trading and (iv) other strategic investments.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Issuer is third party independent of the Company and connected persons of the Company.

## **INFORMATION OF THE SUBSCRIBER AND THE GROUP**

The Subscriber is an investment holding company incorporated in the British Virgin Islands with limited liability and is an indirect wholly-owned subsidiary of the Company.

The Group is principally engaged in the foundation and substructure construction business and financial investment and related service. As set out in the Company's interim announcement for the six months ended 30 September 2016, the Group has been actively seeking suitable investment opportunities for business diversification. With the support of China Huarong International Holdings Limited, as a substantial Shareholder, the Company intends to develop including but not limited to financial leasing and money lending business.

## **REASONS AND BENEFITS FOR THE SUBSCRIPTION**

As the interest rate of the Notes is generally more favourable and higher than the interest rate of fixed deposits offered by well-recognised financial institutions in Hong Kong, the Board considers that the Subscription can diversify the Group's investment portfolio, broaden the Group's sources of income and provide the Group with a stable investment return. Based on the reasons and benefits discussed above, the Directors consider that the Placing Letter is entered into on normal commercial terms and that the terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules in respect of the Subscription exceed(s) 5% but less than 25%, the Subscription constitutes a discloseable transaction for the Company and is therefore subject to the reporting and announcement but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Board”	the board of Directors
“Company”	Huarong Investment Stock Corporation Limited, formerly known as Chun Sing Engineering Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange (stock code: 2277)
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Instrument”	the instrument to be executed as a deed by the Issuer constituting the Notes
“Issuer”	Master Glory Group Limited (凱華集團有限公司), a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange (stock code: 275)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	3-year 9.5 per cent. notes for an aggregate principle amount of up to HK\$1,300 million with the benefit of and subject to the terms and conditions of the Placing Agreement and the Instrument and due on the maturity date of the Notes, to be issued by the Issuer
“Placing Agent”	Emperor Securities Limited, a company incorporated in Hong Kong, which is a licensed corporation to carry out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
“Placing Agreement”	the placing and underwriting agreement dated 24 November 2016 in relation to the issue of the Notes by the Issuer entered into between the Issuer and the Placing Agent
“Placing Letter”	the placing letter dated 24 November 2016 in relation to the subscription of Subscribed Notes in the principal amount of HK\$100 million entered into between the Placing Agent and the Subscriber
“PRC”	People’s Republic of China, for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of shares of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribed Notes”	the principal amount of HK\$100 million of the Notes
“Subscriber”	Bloom Right Limited, a company incorporated in the British Virgin Islands with limited liability and is an indirect wholly-owned subsidiary of the Company
“Subscription”	the subscription of the Subscribed Notes by the Company pursuant to the Placing Letter
“%”	per cent.

By order of the Board  
**Huarong Investment Stock Corporation Limited**  
**Qin Ling**  
*Chairman*

Hong Kong, 24 November 2016

*As at the date of this announcement, the executive Directors are Mr. Qin Ling, Mr. Yeung Chun Wai Anthony, Mr. Xu Xiaowu, Mr. Kwan Wai Ming, Mr. Tian Ren Can and Ms. Lin Changhua; the non-executive Director is Mr. Wu Qinghua; and the independent non-executive Directors are Mr. Chan Kee Huen Michael, Mr. Zhang Xiaoman, Mr. Tse Chi Wai and Mr. Wu Tak Lung.*