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## **SFUND INTERNATIONAL HOLDINGS LIMITED**

### **廣州基金國際控股有限公司**

*(Formerly known as Hanbo Enterprises Holdings Limited 恒寶企業控股有限公司)*

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

**(Stock Code: 1367)**

### **DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE AND ADVANCE TO AN ENTITY**

The Board announces that on 14 February 2018 after trading hours, Capital Strategic entered into the Loan Agreement with the Borrower, pursuant to which Capital Strategic has agreed to provide a loan facility to the Borrower in the principal amount of HK\$40,000,000.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Loan was more than 5% but less than 25%, the provision of the Loan constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

As the amount of the Loan granted to the Borrower exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules, the grant of the Loan is subject to the general disclosure obligations under Rules 13.13 and 13.15 of the Listing Rules.

### **PROVISION OF FINANCIAL ASSISTANCE AND ADVANCE TO AN ENTITY**

#### **Loan Agreement**

Summarised below are the principal terms of the Loan Agreement.

Date : 14 February 2018

Lender : Capital Strategic, an indirect wholly-owned subsidiary of the Company

- Borrower : China-HK Holdings Investment Limited, a company incorporated in Hong Kong with limited liability
- To the best of knowledge, information and belief of the Directors having made all reasonable enquiry, the Borrower and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.
- Principal amount of the Loan : HK\$40,000,000
- The Loan shall be drawn on any Business Day within 6 months from the date of the Agreement provided that 3 Business Days written notice is served on the Lender prior to the drawdown. The loan may be drawn in part but each drawdown must be in integral multiples of HK\$1,000,000.
- Interest rate : 12% per annum, payable on the relevant repayment dates of the Loan drawn down, to be accrued on the outstanding balance of the Loan drawn down from day to day on the basis of the actual number of days elapsed and a 365-day year.
- Security : (a) Charge over 10,000 shares of the Borrower being the entire issued share capital of the Borrower in favour of Capital Strategic by Wide Merit Limited (a company incorporated under the laws of British Virgin Islands whose registered office is at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, British Virgin Islands), being the holding company of the Borrower.
- (b) Charges over the entire share capital of 長三角徐州石油科技有限公司 (Changsanjiao Xuzhou Petroleum Technology Company Limited\*), being a wholly-owned subsidiary of the Borrower, and 鹽城賽孚石油化工有限公司 (Yancheng Saifu Petroleum & Chemical Company Limited\*), being a wholly-owned subsidiary of Changsanjiao Xuzhou Petroleum Technology Company Limited.
- Term : The principal amount of the Loan drawn down is payable with all interest accrued and unpaid, at the end of six (6) months following the dates of the relevant drawdown, which may be extended upon the request of the Borrower and subject to agreement of the Lender in writing.

The terms of the Loan have been negotiated on an arms' length basis, having regard to the financial standing of the Borrower, range of interest rates in the market and the security involved.

## **Funding of the Loan**

The Loan will be funded by internal resources and/or credit facilities available to the Group.

## **Reasons for and benefits of the Loan Agreement**

The Company is an investment holding company. The Group is principally engaged in the trading of apparel products and provision of apparel supply chain management services for woven wear, provision of financial services, money lending business and securities investment.

Capital Strategic is a money lender licensed in Hong Kong under the provision of the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

The provision of the Loan is made in the ordinary course of Capital Strategic's money lending business.

The terms of the Loan Agreement are negotiated on an arm's length basis between Capital Strategic and the Borrower. The Directors are of the view that the terms of the Loan Agreement are on normal commercial terms. Given that a stable interest income would be generated from the Loan drawn down under the Loan Agreement, the Directors consider that the grant of the Loan under the Loan Agreement is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Listing Rules Implications**

The grant of the Loan under the Loan Agreement is a financial assistance provided by the Company within the meaning of the Listing Rules. As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Loan exceeds 5% but less than 25%, the grant of the Loan constitutes a disclosable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

As the amount of the Loan granted to the Borrower exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules, the grant of the Loan is subject to the general disclosure obligations under Rules 13.13 and 13.15 of the Listing Rules.

## **DEFINITIONS**

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

“Board”	the board of Directors
“Borrower”	China-HK Holdings Investment Limited, a company incorporated in Hong Kong with limited liability
“Business Day”	a day on which the Stock Exchange is open for the transaction of business

“Capital Strategic”	Capital Strategic Partners Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company with money lenders licence
“Company”	SFund International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“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”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	a loan facility in the principal amount of HK\$40,000,000 provided by Capital Strategic to the Borrower under the Loan Agreement
“Loan Agreement”	the loan agreement dated 14 February 2018 entered into between Capital Strategic and the Borrower in respect of the Loan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board  
**SFund International Holdings Limited**  
**Jia Bowei**  
*Chairman & Executive Director*

Hong Kong, 14 February 2018

*The English translation of Chinese names or words in this announcement, where indicated by “\*”, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.*

*As at the date of this announcement, the executive Directors are Mr. Jia Bowei, Mr. Lam Kwan Sing, Mr. Liu Zhijun, Ms. Yi Sha, Mr. Wong Nga Leung and Mr. Hon Ming Sang and the independent non-executive Directors are Mr. Fok Ho Yin, Thomas, Mr. Chan Wai Cheung, Admiral and Mr. Lam Ho Pong.*