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## **AURUM PACIFIC (CHINA) GROUP LIMITED**

**奧栢中國集團有限公司**

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

**(Stock Code: 8148)**

### **DISCLOSEABLE TRANSACTION IN RELATION TO THE PROVISION OF LOAN**

#### **SECOND SUPPLEMENTAL AGREEMENT TO THE LOAN AGREEMENT**

Reference is made to the announcement of the Company dated 22 October 2018 relating to possible extension of a loan.

The Board would like to announce that on 4 January 2019, the Lender, being a wholly-owned subsidiary of the Company, and the Borrower have entered into the Second Supplemental Agreement, pursuant to which the Borrower has made, and the Lender has agreed to the request for extension of the Repayment Date of the Loan in the amount of HK\$25,650,000 to 19 October 2019.

#### **GEM LISTING RULES IMPLICATIONS**

As certain of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Second Supplemental Agreement is more than 5% but less than 25%, the transaction contemplated under the Second Supplemental Agreement constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements under the GEM Listing Rules.

## **INTRODUCTION**

The Lender, being a wholly-owned subsidiary of the Company, and the Borrower entered into the Loan Agreement on 22 October 2015, pursuant to which the Lender advanced a loan in the amount of HK\$35,000,000 to the Borrower for a term of one year at an interest rate of 10% per annum. The maturity date of the loan was 21 October 2016.

On 21 October 2016, the Lender and the Borrower entered into the Loan Extension Agreement, pursuant to which the Lender extended the term of the loan in the amount of HK\$35,000,000 for one year with the maturity date of 20 October 2017.

On 29 December 2017, the Lender and the Borrower entered into the Supplemental Agreement, pursuant to which the Lender extended the repayment date of the loan in the amount of HK\$27,000,000 to 19 October 2018.

Reference is made to the announcement of the Company dated 22 October 2018 relating to possible extension of a loan. The Borrower has repaid a sum of HK\$1,350,000 as partial repayment of the outstanding loan in the amount of HK\$27,000,000 which was extended by the Lender to the Borrower under the Supplemental Agreement. The Borrower has made, and Lender has agreed to the request for the Loan Extension. On 4 January 2019, the parties have entered into the Second Supplemental Agreement to set out the terms and conditions of the Loan Extension.

## **SECOND SUPPLEMENTAL AGREEMENT**

### **Date**

4 January 2019

### **Parties**

- (1) the Lender; and
- (2) the Borrower.

To the best of the Directors' information and belief, the principal activity of the Borrower is investment holding and the Borrower and its ultimate beneficial owner are third parties independent of and not connected with the Company and its connected persons.

### **Amount of the Loan**

HK\$25,650,000

**Repayment Date**

19 October 2019

**Interest**

At 10% per annum to be settled by the Borrower on a semi-annual basis

**Security**

The Loan is secured by a personal guarantee from the sole shareholder of the Borrower.

**Repayment on demand**

The Lender shall have the overriding right to demand repayment of the Loan together with interest accrued thereon from time to time.

**Early repayment**

The Borrower may prepay to the Lender the whole or any part of the Loan at any time before the Repayment Date without penalty.

**REASONS FOR THE LOAN EXTENSION**

The Group is principally engaged in (i) developing and marketing of the patented server-based technology and the provision of communications software platform, and software related services and the custom-made software development services; (ii) money lending business; and (iii) the mobile data solutions and mobile game related services.

The Lender is a wholly-owned subsidiary of the Company and a money lender licensed in Hong Kong under the Money Lenders Ordinance, Cap 163, laws of Hong Kong. The Loan Extension is conducted in the ordinary and usual course of business of the Group, which provides regular interest income to the Group.

The terms of the Second Supplemental Agreement were agreed by the parties after arm's length negotiations having taken into account of the repayment records of the Borrower, the prevailing market interest rates and practices. The Directors consider that the terms of the Second Supplemental Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

As certain of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Second Supplemental Agreement is more than 5% but less than 25%, the transaction contemplated under the Second Supplemental Agreement constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements under the GEM Listing Rules.

## **DEFINITIONS**

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

“Board”	The board of Directors of the Company
“Borrower”	HONGHU CAPITAL CO. LTD, a company incorporated in the British Virgin Islands
“Company”	Aurum Pacific (China) Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Lender”	Aurum Pacific Finance Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“Loan”	the outstanding loan in the amount of HK\$25,650,000 owed by the Borrower to the Lender, being the balance of the principal of the loan in the amount of HK\$27,000,000 which was extended by the Lender to the Borrower under the Supplemental Agreement after deducting a sum of HK\$1,350,000 as partial repayment made by the Borrower

“Loan Agreement”	the loan agreement dated 22 October 2015 made between the Lender and the Borrower in respect of a loan facility of HK\$35,000,000
“Loan Extension”	extension of the Repayment Date of the Loan to 19 October 2019 pursuant to the Second Supplemental Agreement
“Loan Extension Agreement”	the loan extension agreement dated 21 October 2016 entered into between the Lender and the Borrower to extend the original maturity date (i.e. 21 October 2016) to 20 October 2017
“Repayment Date”	subject to the Lender’s customary overriding right of repayment on demand, the date on which repayment of the Loan should be made by the Borrower to the Lender
“Second Supplemental Agreement”	the second supplemental agreement to the Loan Agreement entered into between the Lender and the Borrower on 4 January 2019 to extend the Repayment Date to 19 October 2019
“Shareholders”	holders of the Shares
“Shares”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreement”	the supplemental agreement dated 29 December 2017 entered into between the Lender and the Borrower to extend the original maturity date (i.e. 20 October 2017) to 19 October 2018

By order of the Board  
**Aurum Pacific (China) Group Limited**  
**Chan Kwun Chung**  
*Executive Director*

Hong Kong, 4 January 2019

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Chan Kwun Chung and Mr Lee Cheung Yuet Horace, one non-executive Director, namely Mr. Zheng Yongqiang and four independent non-executive Directors, Mr. Leung Man Chun, Mr. Fok Kin Fung Eric, Mr. Pang Siu Yin and Dr. Lam Lee G.*

*This announcement, for which the Directors of Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

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