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**CHINLINK INTERNATIONAL HOLDINGS LIMITED**

**普匯中金國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 997)**

**CONTINUING CONNECTED TRANSACTIONS  
RELATING TO PROVISION OF  
CORPORATE FINANCING GUARANTEE SERVICES  
AND  
THE RELEVANT CONSULTANCY SERVICES**

The Board is pleased to announce that, Chinlink Finance has on 27 November 2015 entered into the Contracts with Zhuo Yuan pursuant to which Chinlink Finance shall be responsible for providing corporate financing guarantee services and relevant consultancy services to Zhuo Yuan. As the guarantor under the FG Contract, Chinlink Finance has agreed to provide guarantee to the lending bank in favor of Zhuo Yuan for procuring Zhuo Yuan in obtaining the loan provided by the lending bank.

*\* For identification purpose only*

A summary of the Contracts with Zhuo Yuan are set out as follows:

<b>Contract</b>	<b>Guaranteed amount (RMB in million)</b>	<b>Approximate contract income (RMB in million)</b>	<b>Guarantee/consultancy service period</b>
FG Contract	9.000	0.225	27 November 2015 to 26 November 2016
CS Contract	Not applicable	0.405	27 November 2015 to 26 November 2016

Further details and principal terms of the Contracts are set out in this announcement.

## **LISTING RULES IMPLICATIONS**

Zhuo Yuan is a company incorporated in the PRC with limited liability and its major beneficial owners are the relatives of Mr. Li. Hence Zhuo Yuan is a connected person of the Company and the Contracts constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Chinlink Finance also entered into various financing guarantee contracts and/or consultancy services contracts with Dewantong and Gun Shi respectively. For details, please refer to the announcement of the Company dated 9 March 2015, 12 March 2015, 24 March 2015, 22 May 2015 and 4 June 2015, respectively.

Dewantong and Gun Shi are also connected persons of the Company which Mr. Li or his relatives have substantial interest. Therefore, transactions with Zhuo Yuan, Dewantong and Gun Shi should be aggregated for the consideration of disclosures and other requirements under the Listing Rules.

With the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules, the Annual Caps of the aggregate transactions with Zhuo Yuan, Dewantong and Gun Shi exceed 0.1% but are less than 5%, the Board considered that the Contracts and the Annual Caps are subject to annual review, reporting and announcement requirements but exempted from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

The guarantee provided by Ms. Sun and Hao Hua, connected persons of the Company under Chapter 14A of the Listing Rules, pursuant to the terms of the FG Contract is for the benefit of the Group, which is on normal commercial terms and it is exempted under Rule 14A.90 of the Listing Rules from all reporting, annual review, announcement and independent Shareholders' approval requirements since no security over the assets of the Company was granted in respect of such guarantee.

## **RELATIONSHIP BETWEEN CHINLINK FINANCE AND ZHUO YUAN**

### **Parties**

- (i) Chinlink Finance, an indirect wholly-owned subsidiary of the Company; and
- (ii) Zhuo Yuan

Zhuo Yuan is a company providing software development service that incorporated in the PRC with limited liability. 55% of its equity interest is held by the relatives of Mr. Li. Also, the legal representative of Zhuo Yuan is Ms. Sun, who is also one of the beneficial owners of Zhuo Yuan and a relative of Mr. Li. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the remaining 45% of the equity interest of Zhuo Yuan is owned by third parties independent of the Company.

## **PROVISION OF CORPORATE FINANCING GUARANTEE SERVICES AND THE RELEVANT CONSULTANCY SERVICES**

The Board is pleased to announce that, Chinlink Finance has on 27 November 2015 entered into the Contracts with Zhuo Yuan pursuant to which Chinlink Finance shall be responsible for providing corporate financing guarantee services and relevant consultancy services to Zhuo Yuan. As the guarantor under the Contracts, Chinlink Finance has agreed to provide guarantee to the lending bank in favor of Zhuo Yuan for procuring Zhuo Yuan in obtaining the loan provided by the lending bank. Each of Ms. Sun and Hao Hua has provided counter-guarantee in favour of the Company to secure the due performance of Zhuo Yuan under the FG Contract. The counter-guarantees are on normal commercial terms and are not secured by any assets of the Group. A summary of the Contracts with Zhuo Yuan are set out as follows:

## 1. Contracts

### 1(a) FG Contract

Contract date	:	27 November 2015
Guarantor	:	Chinlink Finance
Purpose of the guarantee	:	A guarantee provided by Chinlink Finance to the lending bank in favor of Zhuo Yuan for procuring Zhuo Yuan in obtaining the loan provided by the lending bank
Amount of obligation : guaranteed	:	RMB9.000 million (based on credit risk assessment to Zhuo Yuan)
Term	:	12 months commencing from 27 November 2015 to 26 November 2016
Guarantee fee	:	RMB0.225 million (the fee charged with reference to the prevailing market bank loan rate in the PRC)
Payment	:	Payable by twelve monthly instalments in arrear upon signing of the contract
Counter-guarantee	:	1) Personal guarantee provided by Ms. Sun, who is the legal representative of Zhuo Yuan  2) Corporate guarantee from Hao Hua

in favour of Chinlink Finance to secure the due performance of the obligations of Zhuo Yuan under the FG Contract

### 1(b) CS Contract

Consultancy service : provided	:	To provide Zhuo Yuan with management consulting services in respect of daily accounting matter, tax matter, financing and financing guarantee appraisal
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Term	:	12 months commencing from 27 November 2015 to 26 November 2016
Consultancy service fee	:	RMB0.405 million (based on the scope of services providing to Zhuo Yuan)
Payment	:	Payable by twelve monthly instalments in arrear upon signing of the contract

## **ANNUAL CAPS FOR THE CONTINUING CONNECTED TRANSACTIONS**

In respect of the financing guarantee and consultancy service fee together with the guarantee sum provided by Chinlink Finance to the respective lending bank in favor of Zhuo Yuan, Dewantong and Gun Shi, the Company estimates that the expected Annual Caps for the each of the two financial years ending 31 March 2016 and 2017 are as follows:

	Financial year ending 31 March	
The Annual Caps of the aggregate transactions with Zhuo Yuan, Dewantong and Gun Shi	2016	2017
	RMB'000	RMB'000
1) Financing guarantee and consultancy service fee	1,390	420
2) The guarantee sum	28,500	9,000

The expected Annual Caps for the financial years ending 31 March 2016 and 2017 respectively were arrived at by reference to the financing guarantee and consultancy service fee together with guarantee sum as agreed under the corresponding contracts with Zhuo Yuan, Dewantong and Gun Shi in aggregate.

## **INFORMATION OF THE GROUP AND REASONS FOR ENTERING INTO THE CONTRACTS**

The Group is principally engaged in property investment, interior decoration works in Hong Kong and Macau, international trading, financing guarantee services (including financing guarantee services and relevant consultancy services) and logistics services. Accordingly, the provision of financing guarantee services and the relevant consultancy services under the Contracts are in the Group's ordinary and usual course of business, and it is on normal commercial terms within the meaning of the Listing Rules. The terms

of the Contracts were arrived at after arm's length negotiations between Zhuo Yuan and Chinlink Finance. With reference to the current market situation, the Board considers that the terms of the Contracts are fair and reasonable and entering into the Contracts will diversify the Group's business and revenue base and are in the interest of the Company and its shareholders as a whole. Mr. Li, an executive Director, did abstain from voting at the board meeting of the Company to approve the Contracts in view of his interest in Zhuo Yuan.

## **LISTING RULES IMPLICATIONS**

Zhuo Yuan is a company incorporated in the PRC with limited liability and its major beneficial owners are the relatives of Mr. Li. Hence Zhuo Yuan is a connected person of the Company and the Contracts constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Chinlink Finance also entered into various financing guarantee contracts and/or consultancy services contracts with Dewantong and Gun Shi respectively. For details, please refer to the announcement of the Company dated 9 March 2015, 12 March 2015, 24 March 2015, 22 May 2015 and 4 June 2015, respectively.

Dewantong and Gun Shi are also connected persons of the Company which Mr. Li or his relatives have substantial interest. Therefore, transactions with Zhuo Yuan, Dewantong and Gun Shi should be aggregated for the consideration of disclosures and other requirements under the Listing Rules.

With the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules, the Annual Caps of the aggregate transactions with Zhuo Yuan, Dewantong and Gun Shi exceed 0.1% but are less than 5%, the Board considered that the Contracts and the Annual Caps are subject to annual review, reporting and announcement requirements but exempted from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

The guarantee provided by Ms. Sun and Hao Hua, connected persons of the Company under Chapter 14A of the Listing Rules, pursuant to the terms of the FG Contract is for the benefit of the Group, which is on normal commercial terms and it is exempted under Rule 14A.90 of the Listing Rules from all reporting, annual review, announcement and independent Shareholders' approval requirements since no security over the assets of the Company was granted in respect of such guarantee.

## TERMS AND DEFINITIONS

In this announcement, the following expressions have the following meanings:

“Annual Cap(s)”	the maximum annual financing guarantee and consultancy services fee payable by Zhuo Yuan, Dewantong and Gun Shi in aggregate to Chinlink Finance and the guarantee sum provided by Chinlink Finance in favour of them under the corresponding contracts
“Board”	the board of Directors
“Chinlink Finance”	陝西普匯中金融資擔保有限公司 (Shaanxi Chinlink Financial Guarantee Limited*), a company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company
“Company”	Chinlink International Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange
“Connected person(s)”	the meaning ascribed thereto in the Listing Rules
“Contracts”	the contracts entered into between the Zhuo Yuan and Chinlink Finance on 27 November 2015, which include FG Contract and CS Contract
“CS Contract”	the consultancy service contract dated 27 November 2015 entered into between Chinlink Finance and Zhuo Yuan in relation to the provision of consultancy services to Zhuo Yuan for a term of 12 months commencing from 27 November 2015 to 26 November 2016
“Dewantong”	西安德萬通商業營運管理有限公司 (Xi'an Dewantong Commercial Operation and Management Company*), a company incorporated in the PRC with limited liability and is engaged in property development, leasing and management, and operation of warehouse and logistics centres in Xi'an City, Shaanxi Province, the PRC. 50% of

	the equity interest of Dewantong is indirectly held by Mr. Li. Dewantong is a connected person of the Company under Chapter 14A of the Listing Rules
“Director(s)”	the director(s) of the Company
“FG Contract”	the financing guarantee contract dated 27 November 2015 entered into between Chinlink Finance and Zhuo Yuan in relation to the provision of guarantee to the lending bank for a term of 12 months commencing from 27 November 2015 to 26 November 2016 in favor of Zhuo Yuan for procuring Zhuo Yuan in obtaining the loan of RMB9.000 million provided by the lending bank
“Group”	the Company and its subsidiaries
“Gun Shi”	陝西滾石新天地文化投資有限公司 (Shaanxi Gun Shi Xin Tian Di Cultural Investment Company Limited*), a company incorporated in the PRC with limited liability and is engaged in food & beverage and entertainment business. 68.13% of the equity interest of Gun Shi is held by the relative of Mr. Li. The remaining 31.87% of the equity interest of Gun Shi is owned by Hao Hua. Gun Shi is a connected person of the Company under Chapter 14A of the Listing Rules
“Hao Hua”	西安浩華置業有限公司 (Xi'an Hao Hua Zhi Ye Company Limited*), a company incorporated in the PRC with limited liability and is engaged in property development business. Mr. Li, is owning as to 60% (of which 20% equity interest is owned directly and 40% equity interest is owned indirectly) of the beneficial interest of Hao Hua and is the legal representative of Hao Hua. Hao Hua is a connected person of the Company under Chapter 14A of the Listing Rules
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Li”	Mr. Li Weibin, an executive Director and the controlling shareholder of the Company
“Ms. Sun”	Ms. Sun Jingyu, a relative of Mr. Li. Hence Ms. Sun is a connected person of the Company under Chapter 14A of the Listing Rules
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhuo Yuan”	西安匯景倬元信息技術有限公司 (Xi'an Hui Jing Zhuo Yuan Information Technology Company Limited*), a company incorporated in the PRC with limited liability and is engaged in software development business
“%”	per cent.

By order of the Board  
**Chinlink International Holdings Limited**  
**Mr. Li Weibin**  
*Chairman*

Hong Kong, 27 November 2015

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Li Weibin, Mr. Siu Wai Yip, Ms. Lam Suk Ling, Shirley and Mr. Lau Chi Kit; a non-executive Director, namely Ms. Fung Sau Mui; and three independent non-executive Directors, namely Dr. Ho Chung Tai, Raymond, Ms. Lai Ka Fung, May and Ms. Chan Sim Ling, Irene.*