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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: 0997)

ISSUE OF BONDS

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On 1 December 2017 (after trading hours), the Company and the Subscriber entered into the Subscription Agreement pursuant to which the Company has agreed to issue and the Subscriber has agreed to subscribe for the Bonds in an aggregate principal amount of US\$15 million.

This announcement is made pursuant to Rules 13.09(1) and 13.18 of the Listing Rules.

THE SUBSCRIPTION AGREEMENT

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Date : 1 December 2017

Issuer : The Company

Subscriber : To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner(s) are Independent Third Parties.

* For identification purpose only

Guarantor : Mr. Li Weibin

The Guarantor is the Chairman and an executive Director of the Company.

PRINCIPAL TERMS OF THE BONDS

Salient terms of the Bonds are summarised below:

- Principal amount** : US\$15,000,000
- Maturity date** : On the date immediately following the third anniversary after the issue of the Bonds
- Interest rate** : 12% per annum, accrued daily on a 360-day basis and is payable semi-annually in arrears
- Issue price** : 100% of the principal amount of the Bonds
- Denomination** : in registered form and in the denomination of US\$500,000 and integral multiples of US\$500,000 in excess thereof
- Status** : The Bonds constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Company under the Bonds shall, save for such exceptions as may be provided by applicable provisions of law and legislation, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations.
- Guarantee** : The Guarantor unconditionally and irrevocably guarantees the due and punctual performance of the obligations of the Company under the Trust Deed and/or in respect of the Bonds.
- Listing** : No application will be made for the listing of, or permission to deal in, the Bonds.
- Transferability** : Subject to the closed periods and regulations as specified in the instrument constituting the Bonds, a Bond may be freely transferable.

- Early Redemption** : The Company or the Bondholders shall not redeem the Bonds before the maturity date, except upon the occurrence of events or circumstances set out in the instrument constituting the Bonds.
- Specific performance on the Guarantor** : If the Guarantor ceases to hold, directly or indirectly, more than 50% of the issued and paid up share capital of the Company, it will be an event of default pursuant to the terms of the Bonds, in which event the Bonds shall become immediately due and payable.

The terms of the Bonds were determined by the Board with reference to the prevailing market conditions.

CLOSING

Closing will take place on 5 December 2017 or such other date as the Company and the Subscriber may agree.

REASONS FOR THE SUBSCRIPTION OF BONDS AND USE OF PROCEEDS

The Company is an investment holding company. The Group is principally engaged in property investment, trading (including mainly electronic components and appliance, furniture and fixtures, etc.), provision of financing guarantee services, finance leasing services and logistics services in the PRC and interior decoration works in Hong Kong and Macau.

The Directors are of the view that the Subscription represents a good opportunity to raise additional funds for the Company. The net proceeds of the Subscription (after deducting all the related costs and expenses) are estimated to be approximately US\$14,420,000 and are intended to be used for refinancing the existing borrowing, future development of the existing business and/or for the general working capital of the Group.

The Directors consider that the terms of the Subscription and the Bonds are on normal commercial terms and are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

DEFINITIONS

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

“Board”	the board of Directors
“Bonds”	12% coupon unlisted bonds due 2020 to be issued by the Company in an aggregate principal amount of US\$15,000,000 in accordance with the Subscription Agreement with the benefit of and subject to the provisions and the conditions as set out in the instrument constituting Bonds
“Bondholder(s)”	the holder(s) of the Bonds
“Closing”	completion of the Subscription in accordance with the Subscription Agreement
“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)”	shall have the meaning as defined under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Guarantor”	Mr. Li Weibin, an executive Director and the Chairman of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	an individual(s) or a company(ies) who or which, as far as the Directors are aware after having made all reasonable enquiries, is/are not a connected person(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Share(s)”	share(s) of HK\$0.3125 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	an Independent Third Party, being the subscriber of the Bonds under the Subscription Agreement
“Subscription”	the subscription of the Bonds by the Subscriber
“Subscription Agreement”	the subscription agreement dated 1 December 2017 entered into between the Company and the Subscriber in relation to the Subscription
“Trust Deed”	the trust deed to be entered into between the Company and the Trustee in relation to the Bonds upon Closing
“Trustee”	The Bank of New York Mellon, London branch, being the trustee under the Trust Deed, an Independent Third Party
“%”	per cent.

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

Hong Kong, 1 December 2017

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.