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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or otherwise transferred** all your shares in Global International Credit Group Limited, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**GLOBAL INTERNATIONAL CREDIT GROUP LIMITED**

**環球信貸集團有限公司**

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

**(Stock Code: 1669)**

**MAJOR TRANSACTION  
PROVISION OF FINANCIAL ASSISTANCE**

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11 June 2019

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## DEFINITIONS

*In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:*

“Announcement”	the announcement of the Company dated 21 May 2019 in respect of the Loan Agreement
“Blossom Spring”	Blossom Spring Global Limited, a company incorporated in BVI on 30 January 2014 and is beneficially owned by Ms. Jin Xiaoqin
“Board”	the board of Directors
“Borrower”	YMS Foundation Limited, the borrower and mortgagor of the Loan, being a company incorporated in BVI with limited liability and an Independent Third Party
“BVI”	the British Virgin Islands
“Company”	Global International Credit Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (Stock code: 1669)
“Directors”	the directors of the Company
“GICL”	Global International Credit Limited, a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Guarantors”	Wong Kai Cheong George and Wong Shu Luen Derek, individuals, who are the directors of the Borrower and an Independent Third Party
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	Person or company which is not connected person (as defined in the Listing Rules) of the Company

## DEFINITIONS

“Latest Practicable Date”	4 June 2019, being the latest practicable date for the purpose of ascertaining information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the mortgage loan in the amount of HK\$100,000,000 provided by GICL to the Borrower under the Loan Agreement
“Loan Agreement”	the loan agreement entered into between GICL and the Borrower on 21 May 2019
“Loan Transaction”	the granting of the Loan under the Loan Agreement
“Mortgaged Properties”	the nine residential properties and car parking spaces located in Ho Man Tin mortgaged by the Borrower to GICL for securing its obligation under the Loan Agreement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



**GLOBAL INTERNATIONAL CREDIT GROUP LIMITED**

**環球信貸集團有限公司**

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

**(Stock Code: 1669)**

*Executive Directors:*

Ms. WANG Yao (*Chairman*)

Ms. JIN Xiaoqin

Mr. NG Yiu Lun

*Independent Non-executive Directors:*

Dr. NG Lai Man, Carmen

Mr. MAN Yiu Kwong, Nick

Mr. TANG, Warren Louis

*Registered Office:*

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Unit 01, 23th Floor,

World-Wide House

19 Des Voeux Road Central

Hong Kong

11 June 2019

*To the Shareholders,*

Dear Sir or Madam,

**MAJOR TRANSACTION  
PROVISION OF FINANCIAL ASSISTANCE**

**INTRODUCTION**

Reference is made to the Announcement. On 21 May 2019 (after trading hours), GICL, as lender, entered into the Loan Agreement with the Borrower, as borrower, pursuant to which GICL has agreed to grant a secured loan in the amount of HK\$100,000,000 for a term of 12 months.

The purpose of this circular is to provide you with, among other things, details of the Loan Agreement and the financial information of the Group.

## LETTER FROM THE BOARD

### THE LOAN AGREEMENT

The principal terms of the Loan Agreement are set out below:

Date:	21 May 2019
Lender:	GICL
Borrower/Mortgagor:	YMS Foundation Limited
Guarantors:	Wong Kai Cheong George and Wong Shu Luen Derek, each as guarantor, have agreed to guarantee the due and punctual performance of the obligations of the Borrower under the Loan Agreement
Principal:	HK\$100,000,000
Interest rate:	11% per annum
Term:	12 months commencing from the drawdown date of the Loan on 22 May 2019
Security:	A first legal charge/mortgage in respect of nine residential properties and nine car parking spaces located in Ho Man Tin with valuation conducted by an independent property valuer on 14 March 2019 with an aggregate amount of HK\$217,300,000
Repayment:	The Borrower shall repay interest on the principal in 12 monthly installments and the principal amount at loan maturity
Interest:	Interest is calculated on a daily basis with the maximum amount of HK\$11,000,000 throughout the term
Early repayment:	The Borrower may at any time before the loan maturity of the Loan repay the principal by giving GICL not less than one month's prior written notice

## LETTER FROM THE BOARD

Events of default:

The entire outstanding balance of the Loan and the accrued interest thereon and all other sums payable under the Loan Agreement shall become immediately due and payable upon the happening of any one of the following events:

- (i) the Borrower defaults in any payment on its due date;
- (ii) if any information or material given by the Borrower to GICL in the loan application process is false or incomplete. In that regard, if there shall be any subsequent change of the information so provided, the Borrower shall notify GICL in writing immediately;
- (iii) if the Borrower becomes insolvent or admits its inability to pay its debts as they fall due;
- (iv) if the Borrower has any execution or distress issued or levied against its property; or
- (v) if any legal proceedings and/or enforcement proceedings in pursuance of any judgment, decree or order has been instituted or commenced by any third parties against the Borrower in Hong Kong or elsewhere.

### INFORMATION ON THE CREDIT RISK RELATING TO THE LOAN

The Loan is collateralised against nine residential properties and nine car parking spaces provided by the Borrower with an aggregate loan-to-value ratio of approximately 46.02% based on the value of the Mortgaged Properties as determined by an independent property valuer.

The advance in respect of the Loan was made based on (i) the Group's credit assessments on the financial strength and repayment ability of the Borrower and the Guarantors; and (ii) the collaterals provided by the Borrower, which are at a prime site in Hong Kong. In assessing the financial strength and repayment ability of the Borrower and the Guarantors (in the case of default of the Borrower), the Group has (i) considered the value of the Mortgaged Properties; (ii) reviewed the rental income source of the Borrower; (iii) reviewed the external credit reports and ratings of the Guarantors; and (iv) conducted a litigation and bankruptcy search on the Borrower and the Guarantors. After taking into account the factors as disclosed above in assessing the risks of the relevant advance, and in particular the value of the Mortgaged Properties and the loan-to-value ratio, the Group considers that the credit risks involved in the advance to the Borrower are acceptable to the Group.

## LETTER FROM THE BOARD

The interest rate of the Loan, i.e., 11% per annum, was agreed by GICL based on arm's length negotiation with the Borrower, after considering (i) the credit risk involved; (ii) the funding cost of the Group; and (iii) the market rates of the interest rate for similar loans granted by the Group to its existing customers, which have a comparable interest rate with that of the Loan.

### FUNDING OF THE LOAN

The Group will finance the Loan with the Group's general working capital and advances from its existing financing facilities.

### INFORMATION ON THE BORROWER AND GUARANTORS

The Borrower is a company incorporated in BVI with limited liability which is principally engaged in the business of property investment and an Independent Third Party. Tak Wai Foundation (BVI) Inc., a company incorporated in BVI with limited liability, is the sole shareholder of the Borrower, and Tak Wai Foundation (BVI) Inc. is 100% held by an entity as the trustee of a family trust with six individuals as the ultimate beneficiaries of the trust. The Borrower is a new customer of the Group which has no previous business relationship with the Group. Two of the Borrower's associated companies, which share common directors and ultimate beneficial owners, were customers of the Group with no historical record of default. The respective loans granted by the Group to these associated companies had been fully settled as at the date of the Loan Agreement.

The Guarantors are individuals who are the directors of the Borrower. The Guarantors also serve as the directors of several companies which are principally engaged in the business of property investment. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, the Borrower, the ultimate beneficial owner(s) of the Borrower and the Guarantors are third parties independent of the Company and its connected persons.

### INFORMATION ON THE MORTGAGED PROPERTIES

The Mortgaged Properties are located in Ho Man Tin with easy access to public transport. The building age of the Mortgaged Properties are around 45 years and the total net floor area of the nine residential properties is approximately 13,426 square foot. All the Mortgaged Properties are currently leased out for a total monthly rental income of approximately HK\$460,000.

The Mortgaged Properties were valued at HK\$217,300,000 in aggregate as at 14 March 2019 by Prudential Surveyors (Hong Kong) Limited, an independent property valuer. The independent property valuer valued the Mortgaged Properties on market basis by direct comparison approach assuming sale of the Mortgaged Properties in its existing state with immediate vacant possession and by making reference to the comparable market transactions as available in the market. Comparable properties with similar character, facing aspect, size, view and floor level, location, building facilities and



## LETTER FROM THE BOARD

other relevant factors are analysed and carefully weighed against all respective advantages and disadvantages of the properties in order to arrive at a fair comparison of value. The valuation has been made on the assumption that the Mortgaged Properties are to be sold in the open market without the benefit of deferred terms contracts, leasebacks, joint ventures, management agreements or any similar arrangements that would serve to affect its value. No account has been taken of any opinion or right of pre-emption concerning or affecting the sale of the Mortgaged Properties and no forced sale situation in any manner is assumed in the valuation.

### INFORMATION ON THE GROUP AND GICL

The Group is principally engaged in money lending business of providing property mortgage loans and personal loans in Hong Kong under the Money Lenders Ordinance. GICL, as the lender of the Loan, is an indirect wholly-owned subsidiary of the Company.

### REASONS FOR AND BENEFITS OF THE LOAN TRANSACTION

Taking into account the principal business activities of the Group, the grant of the Loan to the Borrower is in the ordinary and usual course of business of the Group.

The terms of the Loan Agreement were negotiated on an arm's length basis between GICL and the Borrower. The Directors consider that the grant of the Loan is financial assistance provided by the Group within the meaning of the Listing Rules. The Directors are of the view that the terms of the Loan Agreement were entered into on normal commercial terms based on the Group's credit policy. Taking into account the satisfactory financial background of the Borrower and that a stable revenue and cashflow stream from the interest income is expected, the Directors consider that the terms of the Loan Agreement are fair and reasonable and the entering into of the Loan Agreement are in the interests of the Company and its shareholders as a whole.

### LISTING RULES IMPLICATIONS

As the applicable percentage ratios in respect of the Loan exceed 25% but are less than 100% under Rule 14.07 of the Listing Rules, the Loan Transaction constitutes a major transaction for the Company and is subject to the reporting, announcement and Shareholder's approval requirements under Chapter 14 of the Listing Rules.

## LETTER FROM THE BOARD

### WRITTEN SHAREHOLDER'S APPROVAL

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the Loan Transaction and accordingly no Shareholder is required to abstain from voting if the Company were to convene a general meeting for approving the resolution(s) in respect of the Loan Agreement and the Loan Transaction. Blossom Spring, being the controlling Shareholder holding 300,000,000 Shares as at the date of the Loan Agreement and the Latest Practicable Date (representing 75% of the issued share capital of the Company), has given its written approval for the Loan Agreement and the Loan Transaction and such written approval is accepted in lieu of holding a general meeting pursuant to Rule 14.44 of the Listing Rules.

The Directors consider that the terms of the Loan Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors would recommend to vote in favour of the resolution if the Company was to convene a general meeting for the approval of the Loan Transaction.

### FINANCIAL EFFECTS OF THE LOAN TRANSACTION

The Loan will be financed by the Group's general working capital and advances from its existing financing facilities on a 50-50 basis. The effective interest rate of the advances from its existing financing facilities is approximately 6.5% per annum. As a result of entering into the Loan Agreement, it is expected that the Group's loans receivable will be increased by HK\$100,000,000; the cash and cash equivalents will be decreased by HK\$50,000,000 and the liabilities of the Group will be increased by HK\$50,000,000. The advance of the Loan is not expected to have material impact on the net asset value of the Group. The interest income derived from the Loan will be recorded as revenue of the Group.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

On behalf of the Board  
**Global International Credit Group Limited**  
**WANG Yao**  
*Chairman and Chief Executive*

## 1. FINANCIAL INFORMATION

The financial information of the Group for the years ended 31 December 2016, 2017 and 2018 were disclosed in the annual reports of the Company for the years ended 31 December 2016 (pages 59 to 139), 2017 (pages 62 to 147), and 2018 (pages 63 to 159). The aforementioned financial information of the Group has been published on both the website of the Stock Exchange ([www3.hkexnews.hk](http://www3.hkexnews.hk)) and the website of the Company ([www.gicl.com.hk](http://www.gicl.com.hk)). Please refer to the hyperlinks as stated below:

2016 Annual Report: <http://www3.hkexnews.hk/listedco/listconews/SEHK/2017/0426/LTN20170426690.pdf>

2017 Annual Report: <http://www3.hkexnews.hk/listedco/listconews/SEHK/2018/0425/LTN20180425775.pdf>

2018 Annual Report: <http://www3.hkexnews.hk/listedco/listconews/SEHK/2019/0415/LTN20190415698.pdf>

## 2. INDEBTEDNESS

At the close of business on 30 April 2019, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this circular, the indebtedness of the Group was as follows:

Bank and other borrowings totalling approximately HK\$273,467,000, comprising:

	<i>HK\$'000</i>
Secured and guaranteed bank loans ( <i>Note 1</i> )	50,000
Guaranteed unsecured bank loans ( <i>Note 2</i> )	10,379
Secured and guaranteed other borrowings ( <i>Note 3</i> )	213,088
	<hr/>
	273,467
	<hr/> <hr/>

*Notes:*

- 1 These bank loans were secured by (i) a floating charge on certain loans receivable of a subsidiary of the Company with carrying value of approximately HK\$126,617,000; (ii) a floating charge on certain bank accounts of a subsidiary of the Company with carrying value of approximately HK\$8,978,000; and (iii) a corporate guarantee from the Company.
- 2 These unsecured bank loans were guaranteed by the Company.
- 3 These other borrowings were secured by (i) the pledge of certain properties mortgaged to a subsidiary of the Company for loans granted to its respective customers with fair value of these properties of approximately HK\$527,000,000; and (ii) a corporate guarantee from the Company.

Save as aforesaid, and apart from intra-group liabilities and normal trade payables, the Group did not have any debt securities issued and outstanding, and authorised or otherwise created but unissued, term loans, bank overdrafts, liabilities under acceptances or acceptance credits, loans and other similar indebtedness, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities at the close of business on 30 April 2019.

To the best knowledge of the Directors, having made all reasonable enquiries, there had been no material change in indebtedness or contingent liabilities of the Group since 30 April 2019 and up to Latest Practicable Date.

### **3. WORKING CAPITAL**

The Directors are of the opinion that, after taking into account the present financial resources and the borrowings, the Group has sufficient working capital for at least twelve months from the date of this circular.

### **4. FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

The Group is principally engaged in money lending business of providing property mortgage loans and personal loans in Hong Kong under the Money Lenders Ordinance. Property mortgage loans represent the major loan product of the Group.

As disclosed in the annual report of the Company for the year ended 31 December 2018 (“FY2018”), interest income from property mortgage loans accounted for the majority of the total revenue of the Group in FY2018. Benefiting from the increasing demand on mortgage refinancing and short-term financing from non-bank money lenders in FY2018 and the successful marketing strategy of the Group, interest income of the Group increased by approximately 20.1% for FY2018 as compared to that for the year ended 31 December 2017.

After declining about 9% from its peak in July 2018, property prices in Hong Kong have started rising again in 2019. According to the Rating and Valuation Department of the Hong Kong government, property price index of the private domestic sector in Hong Kong experienced a rise of about 5% during the first quarter of 2019. Notwithstanding the recent rebound in property prices, in view of the unpredictable and volatile nature of the property market, the Group strives to reinforce its risk management and to strengthen the quality of the Group’s loan portfolio with a focus to improve overall loan-to-value ratio and to reduce the loan portfolio from high risk customers. While the Group believes that demand on financing from non-bank money lenders remain strong, it will develop its loan portfolio with judicious credit and pricing strategy to strike a balance between risk and return and to uphold its profitability.

### **5. MATERIAL ADVERSE CHANGE**

The Directors confirm that there have been no material adverse changes in the financial or trading position or outlook of the Group since 31 December 2018, the date to which the latest audited consolidated financial statements of the Group were made up, up to and including the Latest Practicable Date.

## 1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

## 2. DISCLOSURE OF INTERESTS

### (a) Interest of the Directors

As at the Latest Practicable Date, interests of the Directors and the chief executive of the Company and their respective associates in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to the Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules (the “**Model Code**”) to be notified to the Company and the Stock Exchange were as follows:

#### *Long position in the Shares*

Name of Director	Capacity	Number of Shares held	Approximate percentage of shareholding in the Shares in issue (Note 1)
Ms. Jin Xiaoqin	Interest in a controlled corporation (Note 2)	300,000,000	75%
Mr. Ng Yiu Lun	Beneficial owner	98,000	0.0245%
	Interest of spouse	40,000	0.01%

#### *Notes:*

- The approximate percentage shown was the number of Shares the relevant Director was interested in expressed as a percentage of the total number of issued Shares as at the Latest Practicable Date.

2. Blossom Spring is the registered and beneficial owner of these shares. The entire issued share capital of Blossom Spring is held by Ms. Jin Xiaoqin. Therefore Ms. Jin Xiaoqin is deemed to be interested in all the shares held by Blossom Spring for the purpose of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they would be taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required pursuant to the Model Code to be notified to the Company and the Stock Exchange.

As at the Latest Practicable Date, none of the Directors was a director or employee of a company which had or was deemed to have an interest or short position in the Shares or underlying shares in respect of equity derivatives of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**(b) Interest of the substantial Shareholders**

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of SFO, and so far as is known to the Directors or chief executive of the Company, the following persons (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the issued voting shares capital of any other member of the Group:

*Long positions in shares and underlying shares of the Company*

Name of Shareholder	Capacity	Nature of interest	Number of Shares held	Approximate percentage of shareholding in the Shares in issue (Note 1)
Blossom Spring (Note 2)	Beneficial owner	Long position	300,000,000	75%
Mr. Wong Tai Wai (Note 3)	Interest of spouse	Long position	300,000,000	75%

*Notes:*

1. The approximate percentage shown was the number of Shares the relevant company/person was interested in expressed as a percentage of the total number of issued Shares as at the Latest Practicable Date.
2. The entire share capital of Blossom Spring is held by Ms. Jin Xiaoqin. By virtue of the SFO, Ms. Jin Xiaoqin is deemed to be interested in all the shares held by Blossom Spring. Ms. Wang Yao is a director of Blossom Spring.
3. Mr. Wong Tai Wai is the spouse of Ms. Jin Xiaoqin. By virtue of the SFO, Mr. Wong Tai Wai is deemed to be interested in the same number of shares in which Ms. Jin Xiaoqin is deemed to be interested.

Save as disclosed above, so far as is known to the Directors, as at the Latest Practicable Date, no person (other than a Director and chief executive of the Company) had or was deemed or taken to have an interest or a short position in the Shares or the underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or any other member of the Group.

### 3. OTHER DIRECTOR'S INTERESTS

#### (a) Service contracts

Each of the executive Directors has entered into a service agreement with the Company regarding his/her appointment as executive Director for a term of three years and shall continue thereafter unless terminated by not less than six months written notice or otherwise in accordance with the service agreement.

None of the executive Directors has or is proposed to have a service contract that is not determinable by the Company within one year without the payment of compensation (other than statutory compensation).

According to the terms of the service agreements entered into between the Company and the executive Directors, each of the executive Directors will receive a monthly salary which is subject to annual review by the Board and the remuneration committee of the Company. Each of the executive Directors is also entitled to a discretionary performance bonus as may be determined by the Board upon the recommendation of the remuneration committee of the Company.

The independent non-executive Directors may be entitled to a discretionary performance bonus under the letters of appointment as may be determined by the Board upon the recommendation of the remuneration committee of the Company.

#### (b) Interests in competing business

As at the Latest Practicable Date, none of the Directors nor their respective close associates had any interest in any business which compete or is likely to compete, either directly or indirectly, with the businesses of the Group.

**(c) Interests in assets**

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been acquired or disposed of by, or leased, or which were proposed to be acquired or disposed of by, or leased to any member of the Group since 31 December 2018 (the date to which the latest published audited consolidated financial statements of the Company was made up).

**(d) Interests in contract or arrangement**

As at the Latest Practicable Date, Ms. Jin Xiaoqin has a material interest in the revolving loan facility agreement dated 6 July 2018 entered into between GICL and Evercrest Wealth Management Limited (“EWML”), which is a company indirectly wholly owned by Ms. Jin Xiaoqin, pursuant to which EWML has granted a unsecured revolving facility of HK\$50,000,000 to GICL which bears interest at 6.5% per annum with a term of one year.

Save as disclosed above, no Directors have any material interest in any contracts or arrangements which is significant in relation to the business of the Group as at the Latest Practicable Date.

**4. MATERIAL CONTRACTS**

No material contracts, not being contracts entered into in the ordinary course of business of the Group, have been entered into by any member of the Group within two years immediately preceding the date of this circular and up to the Latest Practicable Date.

**5. LITIGATION**

As at the Latest Practicable Date, none of the members of the Group was engaged in any litigation or arbitration of material importance and there was no litigation or arbitration of material importance known to the Directors to be pending or threatened by or against any members of the Group.

**6. GENERAL**

- (i) The registered office of the Company is situated at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.
- (ii) The principal place of business in Hong Kong of the Company is located at Unit 01, 23/F, World-Wide House, 19 Des Voeux Road, Central, Hong Kong.
- (iii) In the event of inconsistency, the English texts of this circular shall prevail over the Chinese texts.



- (iv) The branch share registrar and transfer office of the Company in Hong Kong is Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.
- (v) The principal share registrar and transfer office in Cayman Islands is Maples Fund Services (Cayman) Limited at P.O. Box 1093, Boundary Hall, Cricket Square, Grand Cayman, KY1-1102, Cayman Islands.
- (vi) The company secretary of the Company is Ms. Yip Lee Ying, who is the chief financial officer of the Company and a member of The Hong Kong Institute of Certified Public Accountants.

## 7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during 9:30 a.m. to 6:30 p.m. Monday to Friday (except public holidays) at the principal place of business of the Company at Unit 01, 23/F, World-Wide House, 19 Des Voeux Road, Central, Hong Kong for a period of 14 days from the date of this circular:

- (i) the memorandum and articles of association of the Company;
- (ii) the annual reports of the Company for the years ended 31 December 2016, 2017 and 2018;
- (iii) the service contracts referred to in the paragraph headed "3. Other Director's Interests – (a) Service contracts" in this appendix;
- (iv) the revolving loan facility agreement referred to in the paragraph headed "3. Other Director's Interests – (d) Interests in contract or arrangement" in this appendix; and
- (v) all circulars of the Company issued pursuant to the requirements set out in Chapters 14 and/or 14A of the Listing Rules which have been issued since the date of the latest published audited accounts (if any).