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Jin Bao Bao Holdings Limited
金寶寶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01239)

DISCLOSEABLE TRANSACTION PROVISION OF LOAN FACILITY

The Board is pleased to announce that on 28 August 2017 (after trading hours), the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender has agreed to provide a Facility in the principal amount up to US\$8,300,000 (approximately HK\$65,000,000) to the Borrower, bearing interest of 14% per annum, as secured by the Share Charge and Personal Guarantee executed in favour of the Lender, for a term of 6 months, subject to extension to the First Extended Maturity Date or the Second Extended Maturity Date, as the case may be.

As certain applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of the provision of the Facility exceed 5% but less than 25%, the entering into of the Loan Agreement and the provision of the Facility constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

THE LOAN AGREEMENT

Date

28 August 2017

Parties to the Loan Agreement

- (a) the Lender; and
- (b) the Borrower.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Borrower and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

Amount of the Facility

The Facility is in the principal amount up to US\$8,300,000 (approximately HK\$65,000,000). The Facility will be financed by the internal resources of the Group.

Term

The term of the Loan Agreement will be 6 months from the Drawdown Date, subject to the extension to the First Extended Maturity Date or the Second Extended Maturity Date, as the case may be.

The term of the Loan Agreement can be extended (i) to the First Extended Maturity Date subject to mutual agreement in writing to be made between the Borrower and the Lender not less than five (5) Business Days before the expiry of six (6) months from the Drawdown Date; (ii) to the Second Extended Maturity Date subject to mutual agreement in writing to be made between the Borrower and the Lender not less than five (5) Business Days before the expiry of the First Extended Maturity Date.

Interest Rate

The interest rate payable on the Facility is 14% per annum. The interest rate was determined after arm's length negotiation between the Lender and the Borrower taking into account the prevailing market interest rates and practices.

Security and guarantee

The Facility is secured by:

- (a) a deed of share charge executed by the Chargor in favour of the Lender pursuant to which the Chargor agrees to charge by way of first fixed charge over the entire issued shares of the BVI Co;
- (b) a deed of personal guarantee executed by the Chargor in favour of the Lender.

To the best of the Director's knowledge, information and belief, and having made all reasonable enquiries, the Chargor is a third party independent of the Company and the connected persons of the Company.

Repayment

The Borrower shall repay the outstanding principal amount of the Facility and all unpaid interest accrued thereon under the Loan Agreement in full on the Maturity Date.

Information on the Group and the Lender

The Group is principally engaged in: (a) the design, manufacture and sale of packaging products and structural components in the People's Republic of China; (b) provision of corporate secretarial and consultancy services; and (c) property investment.

The Lender is a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company.

Information on the Borrower and the Chargor

The Borrower is a company incorporated in Hong Kong with limited liability and is principally engaged in investment in sports related business. The Chargor is the sole ultimate beneficial owner of the BVI Co which directly owns the entire issued share capital of the Borrower.

Reasons for and benefits of the provision of the Facility

The terms of the Loan Agreement were agreed by the parties after arm's length negotiations having taken into account the prevailing market rates and practices.

The Facility will provide interest income to the Company. The Directors consider that the provision of the Facility will result in a reasonable and stable income and interest return to the Group. The Directors believe that the terms of the Facility are on normal commercial terms, are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

Listing Rules Implication

As certain applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of the provision of the Facility exceed 5% but less than 25%, the entering into of the Loan Agreement and the provision of the Facility constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“Borrower”	Rossoneri Sport Investment Co., Limited, a company incorporated in Hong Kong and is wholly-owned by the BVI Co
“BVI Co”	Rossoneri Advance Co., Limited, a company incorporated in the British Virgin Islands and wholly-owned by the Chargor
“Chargor”	Mr. Li Yong Hong
“Company”	Jin Bao Bao Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed in the Main Board of the Stock Exchange
“connected person”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Drawdown Date”	the date on which the Facility is drawn down
“Facility”	the term loan facility in the principal amount up to US\$8,300,000 (approximately HK\$65,000,000) under the Loan Agreement
“First Extended Maturity Date”	the date being three (3) months from the first expiry of Maturity Date
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China

“Lender”	Great Earn International Limited, a company incorporated in Hong Kong with limited liability and is an indirect wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities of the Stock Exchange
“Loan Agreement”	the loan agreement dated 28 August 2017 entered into between the Lender and the Borrower in relation to the Facility
“Maturity Date”	the date falling six (6) months from the Drawdown Date, or the First Extended Maturity Date or the Second Extended Maturity Date, as the case may be
“Personal Guarantee”	a deed of personal guarantee executed by the Chargor in favour of the Lender.
“Second Extended Maturity Date”	the date being three (3) months from the expiry of the First Extended Maturity Date
“Share(s)”	the ordinary share(s) of the Company
“Share Charge”	a deed of share charge over the entire issued shares of the BVI Co executed by the Chargor in favour of the Lender
“Shareholder(s)”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

Unless otherwise stated, the exchange rates adopted in this announcement for illustration purposes only is HK\$7.83 = US\$1.00.

By Order of the Board
Jin Bao Bao Holdings Limited
Ngai Mei
Executive Director

Hong Kong, 28 August 2017

As at the date of this announcement, the Board comprises Mr. Ling Zheng, Mr. He Xiaoming, and Ms. Ngai Mei as executive Directors; Ms. Man See Yee, Ms. Bu Yanan and Mr. So Stephen Hon Cheung as independent non-executive Directors.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.