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## **TERMBRAY INDUSTRIES INTERNATIONAL (HOLDINGS) LIMITED**

**添利工業國際(集團)有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00093)**

### **ANNOUNCEMENT DISCLOSEABLE TRANSACTION LOAN TRANSACTION**

The Board wishes to announce that on 15 October 2019, X8 Finance, a wholly-owned subsidiary of the Company, as lender and the Borrower as borrower entered into the Loan Agreement, pursuant to which, X8 Finance agreed to, among other things, make available to the Borrower the Loan on the terms and subject to the conditions therein.

The transactions contemplated under the Loan Agreement constitute a discloseable transaction for the Company as one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Loan Agreement is(are) 5% or more but is(are) less than 25%. Therefore, the transactions contemplated under the Loan Agreement are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

#### **THE LOAN AGREEMENT**

##### **Parties**

Lender: X8 Finance, a wholly-owned subsidiary of the Company

Borrower: the Borrower

The Company confirms that to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Borrower is a third party independent of the Company and its connected persons.

##### **Date**

15 October 2019

## **Principal terms of the Loan Agreement**

The principal terms of the Loan Agreement are as follows:

Principal Loan Amount:	HK\$20,500,000, the drawdown of which will take place on 16 October 2019
Repayment Date:	The outstanding principal amount of the Loan shall be repaid on 16 October 2039, being 240 months from 16 October 2019
Interest:	8% per annum and payable in arrears in 240 monthly installments, with the first installment to be paid on 16 November 2019
Security for the Loan:	A legal charge/mortgage in respect of a residential property located in Hong Kong which shall be executed by the Mortgagor in favour of X8 Finance on 16 October 2019

## **IMPLICATIONS UNDER THE LISTING RULES**

The transactions contemplated under the Loan Agreement constitute a discloseable transaction for the Company as one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Loan Agreement is(are) 5% or more but is(are) less than 25%. Therefore, the transactions contemplated under the Loan Agreement are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE LOAN AGREEMENT**

The terms of the Loan Agreement, including the interest rate applicable, were arrived at after arm's length negotiations between X8 Finance and the Borrower having taken into account the prevailing market interest rates and practices. The Loan Agreement was entered into by X8 Finance having regard to (i) the costs of borrowing in providing the Loan to the Borrower; (ii) the interest income to be generated by providing the Loan; and (iii) the security provided by the Mortgagor for the Loan. In addition, the transactions contemplated under the Loan Agreement are part of the ordinary and usual course of business of X8 Finance. In view of the above, the Directors are of the view that the terms of the Loan Agreement are on normal commercial terms, are fair and reasonable, and are in the interests of the Company and its shareholders as a whole.

## GENERAL

The Group is principally engaged in property investment and development, and the money lending business.

X8 Finance is a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company. X8 Finance is a registered money lender holding a valid money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and is principally engaged in the provision of loans as money lending. The Loan will be funded from internal resources of the Group.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Borrower”	an individual who is the borrower under the Loan Agreement
“Company”	Termbray Industries International (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company together with its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the term loan in the amount of HK\$20,500,000 granted by X8 Finance to the Borrower pursuant to the terms of the Loan Agreement
“Loan Agreement”	the loan agreement dated 15 October 2019 entered into between X8 Finance, a wholly-owned subsidiary of the Company, as lender and the Borrower as borrower, details of which are disclosed in the section headed “THE LOAN AGREEMENT” of this announcement

“Mortgagor”	an individual being the Borrower who shall, as security for the Loan, execute a legal charge/mortgage in respect of a residential property located in Hong Kong in favour of X8 Finance on 16 October 2019
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“X8 Finance”	X8 Finance Limited, a wholly-owned subsidiary of the Company and also the lender under the Loan Agreement

By order of the Board  
**Termbray Industries International (Holdings) Limited**  
**Lee Lap**  
*Chairman*

Hong Kong, 15 October 2019

As at the date of this announcement, the Board comprises:

***Executive Directors:***

Mr. Lee Lap (*Chairman*)

Mr. Tommy Lee (*Vice Chairman & Chief Executive Officer*)

Mr. Wong Shiu Kee

***Independent Non-Executive Directors:***

Mr. Lo Yiu Hee

Mr. Tong Hin Wor

Mr. Ching Yu Lung