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**O Luxe Holdings Limited**

**奧立仕控股有限公司**

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

**(Stock code: 860)**

## **DISCLOSEABLE TRANSACTION**

### **PROVISION OF FINANCIAL ASSISTANCE AND ADVANCE TO AN ENTITY**

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The Board is pleased to announce that on 7 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 the Loan Agreement, the Lender has agreed to grant the Loan Facility to the Borrower with a principal amount of HK\$200,000,000, bearing interest at a rate of 8% per annum for a term of twelve months from the first drawdown under the Loan Facility. The repayment of the Loan Facility is guaranteed by the Personal Guarantee executed by the Guarantor in favour of the Lender.

#### **LISTING RULES IMPLICATIONS**

As some of the applicable percentage ratios (as defined under the Listing Rules) in respect of the grant of the Loan Facility exceed 5% but all the percentage ratios are less than 25%, the grant of the Loan Facility constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

As the amount of the financial assistance granted to the Borrower exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules, the grant of the Loan Facility is subject to the general disclosure obligations under Rules 13.13 and 13.15 of the Listing Rules.

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The principal terms of the Loan Agreement are summarised as follows:

#### **THE LOAN AGREEMENT**

Date:	7 August 2017 (after trading hours)
Lender:	Chance Achieve Limited (勝達行有限公司), an indirect wholly-owned subsidiary of the Company and a licensed money lender in Hong Kong under the Money Lenders Ordinance
Borrower:	Yarra Charming Limited
Guarantee:	the Personal Guarantee
	The repayment of the Loan Facility is guaranteed by the Personal Guarantee executed by the Guarantor in favour of the Lender as a continuing security and continuing obligation for performance by the Borrower of its obligations and liabilities in the Loan Agreement.
Principal:	HK\$200,000,000 (drawdown in whole but not in part)
Term (Final repayment day):	Twelve months from the first drawdown under the Loan Facility

Interest:	Fixed rate of 8% per annum on the principal amount of the Loan Facility. The Borrower shall pay accrued interest on the Loan Facility in arrears every three months from the date that the Loan Facility is drawdown
Repayment:	Upon expiration of the term, the Borrower must fully repay to the Lender the principal amount of the Loan Facility together with all unpaid interests as accrued thereof
Purpose of the Loan Facility:	Exclusively for the personal use of the Borrower for investment

## **FUNDING OF THE LOAN FACILITY**

The Group will finance the Loan Facility with its internal resources.

## **INFORMATION OF THE GROUP AND THE LENDER**

The Group is principally engaged in distribution of watches, wholesale trading of jewellery products, mining, money lending and securities investments.

The Lender is an indirect wholly-owned subsidiary of the Company and is licensed to conduct money lending business in Hong Kong through the provision of unsecured and secured loans to customers under the provisions of the Money Lenders Ordinance.

## **INFORMATION OF THE BORROWER AND GUARANTOR**

The Borrower is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, as at the date of this announcement, each of the Borrower and its ultimate beneficial owner and the Guarantor is an Independent Third Party.

## **REASONS FOR AND BENEFITS OF THE PROVISION OF THE FINANCIAL ASSISTANCE**

The Loan Agreement was negotiated on an arm's length basis between the Lender and the Borrower. Taking into account the cash inflow and revenue to be generated from the expected interest income in connection with the Loan Facility, the Directors are of the view that the terms of the Loan Agreement were normal commercial terms based on the Group's credit policy which are fair and reasonable having considered the current market norm in relation to similar transactions and in the interests of the Company and its Shareholders as a whole.

The Lender has conducted internal risk assessment before granting the Loan Facility. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, including considering the opinions and recommendations from the investment committee of the Board, the Borrower and/or the Guarantor have substantial investments and assets in Hong Kong to support the repayment of the Loan Facility.

The Loan Facility has been recorded as loan receivables of the Group.

## **LISTING RULES IMPLICATIONS**

The grant of the Loan Facility under the Loan Agreement constitutes provision of financial assistances provided by the Group within the meaning of the Listing Rules.

As some of the applicable percentage ratios (as defined under the Listing Rules) in respect of the grant of the Loan Facility exceed 5% but all the percentage ratios are less than 25%, the grant of the Loan Facility constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules. As the amount of the financial assistance granted to the Borrower exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules, the grant of the Loan Facility is subject to the general disclosure obligations under Rules 13.13 and 13.15 of the Listing Rules.

## DEFINITIONS

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

“Board”	the board of Directors
“Borrower”	Yarra Charming Limited, a company incorporated in the British Virgin Islands with limited liability
“Company”	O Luxe Holdings Limited, a company incorporated in Cayman Island with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 860)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Guarantor”	an individual, the sole director and sole shareholder of the Borrower
“Independent Third Party(ies)”	third party(ies) who is/are independent of, and not connected with, the Company and its connected persons (as defined in the Listing Rules)
“Lender”	Chance Achieve Limited (勝達行有限公司), an indirect wholly-owned subsidiary of the Company, being the lender under the Loan Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	the loan agreement dated 7 August 2017 entered into between the Lender and the Borrower in respect of the Loan Facility
“Loan Facility”	a term loan facility of HK\$200,000,000 provided by the Lender to the Borrower pursuant to the terms of the Loan Agreement
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

“Personal Guarantee”	the guarantee dated 7 August 2017 provided by the Guarantor in favour of the Lender to guarantee the due performance of the Borrower under the Loan Agreement
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By order of the Board  
**O Luxe Holdings Limited**  
**Zhang Jinbing**  
*Chairman*

Hong Kong, 7 August 2017

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Zhang Jinbing (Chairman), Mr. Ho King Fung, Eric (Co-Chairman), Mr. Wong Chi Ming, Jeffrey (Chief Executive Officer) and Mr. Yu Fei, Philip; one non-executive Director, namely Mr. Xiao Gang; and three independent non-executive Directors, namely Mr. Tam Ping Kuen, Daniel, Dr. Li Yifei and Dr. Zhu Zhengfu.*