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**GROUND
INTERNATIONAL
廣澤國際**

GROUND INTERNATIONAL DEVELOPMENT LIMITED

廣澤國際發展有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 989)

DISCLOSEABLE TRANSACTION - PROVISION OF GUARANTEE SERVICE

PROVISION OF GUARANTEE SERVICE

On 18 March 2020, FR Guarantee, an indirect wholly owned subsidiary of the Company, entered into the Guarantee Agreement C with the Customer C. FR Guarantee has agreed to provide a guarantee to the Bank in connection with the Customer C's obligations under the Loan Agreement C in the principal amount of RMB16,000,000 entered into between the Customer C and the Bank.

In consideration of FR Guarantee entering into the Guarantee Agreement C, the Customer C has procured the provision of securities / counter-guarantee in favour of FR Guarantee in respect of (i) a pledge of 50,000,000 shares in Jilin Dehui Rural Commercial Bank Co., Ltd.; and (ii) personal guarantee provided by its shareholder. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the value of securities exceeds the guaranteed obligations of FR Guarantee under the Guarantee Agreement C.

FR Guarantee has charged a guarantee fee of RMB160,000 (equivalent to approximately HK\$177,600) (i.e. 1% of the principal amount of RMB16,000,000 under the Loan Agreement C). All the rates are on normal commercial terms and in the ordinary and usual course of business of FR Guarantee.

Listing Rules Implications

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Guarantee Agreement C exceed 5% but all are less than 25%, the entering into of the Guarantee Agreement C and the transaction contemplated thereunder constitute a discloseable transaction of the Company and are therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

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The salient terms of the Guarantee Agreement C is summarised as below:

| | | |
|----------------------------|---|--|
| Guarantee Agreement | : | Guarantee Agreement C |
| Date | : | 18 March 2020 |
| Guarantor | : | FR Guarantee |
| Principal and the borrower | : | Customer C |
| Loan period | : | one year |
| Term | : | The guarantee obligation shall continue until two years from the final repayment date of Loan Agreement C. If the Loan Agreement C is extended or the amounts owed by the Customer C under the Loan Agreement C is declared due and repayable in advance of the expiry date, the guarantee obligation shall continue until two years from the relevant extended date/final repayment date. In case of repayment by instalments, continue until two years from the repayment date of the final tranche. |
| Guaranteed obligations | : | FR Guarantee shall guarantee the Customer C's obligations under the Loan Agreement C, including the principal amount, interest (including compound interest and default interest), penalty, damages, fees and etc. |

In consideration of FR Guarantee entering into the Guarantee Agreement C, the Customer C has procured the provision of securities / counter-guarantee in favour of FR Guarantee in respect of (i) a pledge of 50,000,000 shares in Jilin Dehui Rural Commercial Bank Co., Ltd.; and (ii) personal guarantee provided by its shareholder. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the value of securities exceeds the guaranteed obligations of FR Guarantee under the Guarantee Agreement C.

FR Guarantee has charged a guarantee fee of RMB160,000 (equivalent to approximately HK\$177,600) (i.e. 1% of the principal amount of RMB16,000,000 under the Loan Agreement C). All the rates are on normal commercial terms and in the ordinary and usual course of business of FR Guarantee.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Customer C, the business partner, the Bank and the ultimate beneficial owner(s) of the counterparty are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE TRANSACTION

FR Guarantee, an indirect wholly-owned subsidiary of the Company, is a licensed guaranty company in Jilin Province, the PRC, and is principally engaged in the provision of guaranty services to its customers. All the terms under Guarantee Agreements C were separately negotiated on an arm's length basis between FR Guarantee and the Customer C.

In addition, it is a normal practice that the Bank requires the guaranty company to make a cash deposit pledged for the provision of the guaranty service; nevertheless for the provision of the guaranty service under the Guarantee Agreement C, the Bank has waived such requirement to FR Guarantee.

Taking into account that it is in FR Guarantee's ordinary course of business to provide the guaranty service and the guaranty fee income and the related cash inflow generated for the Group arising from these guaranty agreements, the Directors are of the opinion that all these guaranty agreements were entered into on normal commercial terms based on the FR Guarantee's credit policy and the terms are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

GENERAL

Information relating to the Company and FR Guarantee

The Company is an investment holding company. The Group is principally engaged in property development and management, including planning, design, budgeting, licensing, contract tendering and contract administration, property investment, and provision of financial services.

FR Guarantee is a company established in the PRC and is an indirect wholly owned subsidiary of the Company. The principal activity of FR Guarantee is the provision of guaranty services.

Information relating to the Customer C

The Customer C is an entity established in the PRC, which is principally engaged in chemical fertilizers, agricultural wholesale and retail, import and export trade, compound fertilizers, blended fertilizers, organic and inorganic compound fertilizers, slow-release fertilizers, controlled-release fertilizers, stable fertilizers, manufacturing operations, and properties leasing. The ultimate beneficial owners of the Customer C are Li Xiaochun and Yu Weiping, who are PRC individuals.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Guarantee Agreement C exceed 5% but all are less than 25%, the entering into of the Guarantee Agreement C and the transaction contemplated thereunder constitute a discloseable transaction of the Company and are therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this announcement:

| | |
|-------------------------|---|
| “Bank” | Changchun Nanguan Huimin Village Bank Company Limited which is a licensed bank under the PRC laws |
| “Board” | the board of Directors |
| “Company” | Ground International Development Limited, a company incorporated in Bermuda with limited liabilities whose ordinary shares are listed on the Main Board of the Stock Exchange |
| “Customer C” | 吉林省隆源農業生產資料集團有限公司(Jilin Province Longyuan Agricultural Production Materials Group Co., Limited*) an entity established in the PRC which is a third party independent of the Company and its connected persons |
| “Directors” | the directors of the Company |
| “FR Guarantee” | 吉林省豐潤融資擔保有限公司 (Jilin Province Fengrun Financing Guaranty Company Limited*), a company established under the laws of the PRC and an indirect wholly owned subsidiary of the Company |
| “Group” | the Company and its subsidiaries |
| “Guarantee Agreement C” | the corporate guarantee agreement dated 18 March 2020 entered into between FR Guarantee (as guarantor) and the Customer C (as borrower), in relation to the provision of guarantee service |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Listing Rules” | The Rules Governing the Listing of Securities on the Stock Exchange |
| “Loan Agreement C” | loan agreement dated 18 March 2020 entered into between the Customer C as borrower and the Bank as lender |
| “Percentage Ratios” | the percentage ratios under Rule 14.07 of the Listing Rules |
| “PRC” | the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Share(s)” | ordinary share(s) in the share capital of the Company |

“Shareholder(s)” holder(s) of the Shares

“Stock Exchange” The Stock Exchange of Hong Kong Limited

“%” per cent

For the purpose of this announcement, unless otherwise indicated, conversion of RMB into HK\$ is calculated at the approximate exchange rate of RMB1.00 to HK\$1.11. This exchange rate is adopted for illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this rate or any other rate at all.

By order of the Board
Ground International Development Limited
Cui Xintong
Chairperson

Hong Kong, 18 March 2020

As at the date of this announcement, the executive Directors are Ms. Cui Xintong and Ms. Liu Hongjian; the non-executive Director is Mr. Cong Peifeng and the independent non-executive Directors are Mr. Tsang Hung Kei, Mr. Zhu Zuoan and Mr. Wang Xiaochu.

**For identification only*