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**恆泰裕集團控股有限公司**  
**HANG TAI YUE GROUP HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8081)**

**(1) DISCLOSEABLE TRANSACTION:  
PROVISION OF THE LOAN;  
AND  
(2) MEMORANDUM OF UNDERSTANDING IN RELATION TO  
POSSIBLE SUBSCRIPTION**

**(1) PROVISION OF THE LOAN**

The Board announces that, after the trading hours on 13 July 2020, the Lender, a wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower and the Guarantor, pursuant to which the Lender agreed to grant to the Borrower, an Independent Third Party, the Loan in the principal amount of US\$1,000,000 (equivalent to approximately HK\$7,800,000), bearing interest at a rate of 11% per annum for a term of six months.

As one of the relevant applicable percentage ratios (as defined in the GEM Listing Rules) for the Loan exceeds 5% but is less than 25%, the provision of the Loan constitutes a disclosable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

**(2) MEMORANDUM OF UNDERSTANDING IN RELATION TO POSSIBLE SUBSCRIPTION**

The Board also announces that, after the trading hours on 13 July 2020, MSL, a wholly-owned subsidiary of the Company, has entered into the MOU with the Borrower in respect of the Possible Subscription for 51% equity interest in the Borrower by MSL.

The MOU may or may not lead to the entering into of the Definitive Agreement and the transactions contemplated thereunder may or may not be consummated. The Possible Subscription, if materialises, may constitute a notifiable transaction for the Company under the GEM Listing Rules. Further announcement(s) will be made in respect thereof as and when required by the GEM Listing Rules.

## (1) PROVISION OF THE LOAN

The board (“**Board**”) of directors (“**Directors**”) of Hang Tai Yue Group Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) announces that after the trading hours on 13 July 2020, Mark Profit Finance Limited (“**Lender**”), a wholly-owned subsidiary of the Company, as the lender, entered into a loan agreement (“**Loan Agreement**”) with (i) a company which is a third party independent of the Company and its connected persons (as defined in the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited) of the Company (“**Independent Third Party**”), as the borrower (“**Borrower**”); and (ii) a company which is an Independent Third Party, as the guarantor (“**Guarantor**”), pursuant to which the Lender agreed to grant a loan (“**Loan**”) in the principal amount of US\$1,000,000 (equivalent to approximately HK\$7,800,000) to the Borrower for a term of six months.

### The Loan Agreement

Date:	13 July 2020
Lender:	Mark Profit Finance Limited, a wholly-owned subsidiary of the Company.
Borrower:	TNG Indonesia Holdings Limited, an exempted and limited liability company incorporated in the Cayman Islands and is principally engaged in investment holding. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower is wholly owned by the Guarantor; and each of the Borrower, the Guarantor and its ultimate beneficial owners is an Independent Third Party; and each of the Borrower and the Guarantor is ultimately owned as to approximately 77.24% by Mr. Kong King Ong Alexander, approximately 5.74% by Mr. Leong Jonathan Zhan Hua and the remaining approximately 17.02% by several Independent Third Parties, each holding less than 5% equity interest in the Borrower and the Guarantor.
Guarantor:	TNG FinTech Holdings Limited, an exempted and limited liability company incorporated in the Cayman Islands and is principally engaged in investment holding.
Principal amount:	US\$1,000,000 (equivalent to approximately HK\$7,800,000)
Interest:	11% per annum
Drawdown date of the Loan:	14 July 2020
Maturity date of the Loan (“ <b>Maturity Date</b> ”):	13 January 2021 (or such other date as agreed by the Lender, the Borrower and the Guarantor in writing)

Under the Loan Agreement, the Borrower shall repay and/or settle the full amount of the Loan together with the interest accrued thereon on the Maturity Date. It is also provided in the Loan Agreement that the Lender shall waive the interest on the Loan payable by the Borrower in full if the Borrower has become a subsidiary of the Company on or before the Maturity Date.

The Loan is funded by the internal resources of the Group.

The terms of the Loan Agreement (including the interest rate) have been arrived at by the Lender and the Borrower after arm's length negotiation, having regard to the commercial practice and the amount of the Loan.

### **Information on the Group and the Lender**

The Company and its subsidiaries are principally engaged in (i) mobile internet cultural business and provision of information technology contract services and maintenance services; (ii) provision of hospitality and related services in Australia; (iii) money lending business; and (iv) assets investments business. The Lender, being a wholly-owned subsidiary of the Company, is a holder of a money lender licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

### **Reasons for and benefits of the provision of the Loan**

The Directors are of the view that the provision of the Loan is in the course of the Group's money lending business. Having considered the financial and business background of the Borrower and the interest income to be brought to the Group (on the basis that the interest income will not be waived upon the Borrower having become a subsidiary of the Company), the Directors consider that the terms of the Loan Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

### **GEM Listing Rules implications**

As one of the relevant applicable percentage ratios (as defined in the GEM Listing Rules) for the Loan exceeds 5% but is less than 25%, the provision of the Loan constitutes a disclosable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

## (2) MEMORANDUM OF UNDERSTANDING IN RELATION TO POSSIBLE SUBSCRIPTION

The Board also announces that, after the trading hours on 13 July 2020, Mega Strength Limited (“MSL”), a wholly-owned subsidiary of the Company, has entered into a memorandum of understanding (“MOU”) with the Borrower in respect of the proposed subscription for 51% equity interest in the Borrower on a fully diluted basis by MSL (“Possible Subscription”).

### Information on the Borrower

The Borrower is an investment holding company. The subsidiaries of the Borrower (together with the Borrower, the “Target Group”) are principally engaged in mobile top-up distribution business, grocery mini-mart operations and co-branded digital wallet business in Indonesia.

### Principal terms of the MOU

Pursuant to the MOU,

1. subject to satisfaction of the Due Diligence Inspection (as defined below), MSL proposes to subscribe for 51% equity interest in the Borrower on a fully diluted basis;
2. MSL is entitled to designate professionals to conduct a review on the financial, legal and other aspects of the Target Group (“Due Diligence Inspection”);
3. MSL should complete the relevant Due Diligence Inspection within six months after the execution of the MOU (“Exclusivity Period”). The Exclusivity Period can be further extended by the parties to the MOU;
4. during the Exclusivity Period, MSL and the Borrower should endeavour to negotiate in good faith the terms of the formal agreement for the Possible Subscription (“Definitive Agreement”);
5. during the Exclusivity Period, MSL has exclusive negotiation rights regarding the Possible Subscription and the Borrower shall not negotiate with, or in any form, discuss with, any third party in regard to the Possible Subscription or issue of any securities of the Borrower unless the MOU is terminated prior to the expiry of the Exclusivity Period;
6. the MOU would be terminated upon the occurrence of any of the following:
  - (a) the parties to the MOU mutually agree in writing to terminate the MOU;
  - (b) MSL informing the Borrower in writing of its intention not to proceed with the Possible Subscription;

- (c) the last day of the Exclusivity Period unless the parties to the MOU have entered into the Definitive Agreement; or
- (d) the execution of the Definitive Agreement.

The MOU was intended to record certain preliminary understanding in principle agreed between the parties to the MOU in order to serve as a platform for further negotiations and was not intended to be legally binding on the relevant parties (save for the provisions relating to due diligence, exclusivity and certain miscellaneous matters).

### **General**

The MOU may or may not lead to the entering into of the Definitive Agreement and the transactions contemplated thereunder may or may not be consummated. The Possible Subscription, if materialises, may constitute a notifiable transaction for the Company under the GEM Listing Rules. Further announcement(s) will be made in respect thereof as and when required by the GEM Listing Rules.

*In this announcement, for the purpose of illustration only, amounts quoted in US\$ have been converted into HK\$ at the rate of US\$1 to HK\$7.8. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute representations that any amounts were or may have been exchanged at this or any other rates or at all.*

On behalf of the Board  
**Hang Tai Yue Group Holdings Limited**  
**Hui Chun Sum**  
*Chairman*

13 July 2020

*As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Hui Chun Sum, Ms. Lam Ching Yee and Ms. Pauline Lam; and (ii) three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Lee King Fui and Mr. Ho Kin Wai.*

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

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of publication and on the website of the Company at <http://www.hangtaiyue.com>.*