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华科资本
WEALTHKING INVESTMENTS

WEALTHKING INVESTMENTS LIMITED

華科資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1140)

ANNOUNCEMENT PURSUANT TO RULES 13.13 AND 13.15 OF THE LISTING RULES

As at the date of this announcement, WK Century had subscribed for the Bonds in an aggregate principal amount of US\$103,750,000 (equivalent to approximately HK\$809,250,000). As the balances due from the Issuer in respect of the subscription of the Bonds exceeds 8% under the assets ratio (as defined under Rule 14.07(1) of the Listing Rules), the Company makes this announcement in compliance with Rules 13.13 and 13.15 of the Listing Rules.

SUBSCRIPTION OF THE BONDS

On 28 June 2022 and 6 July 2022, WK Century subscribed (via the Placing Agent) for the Original Bonds and the Additional Bonds in the respective principal amount of US\$33,750,000 (equivalent to approximately HK\$263,250,000) and US\$70,000,000 (equivalent to approximately HK\$546,000,000). As at the date of this announcement, the balances due from the Issuer in respect of the subscription of the Bonds (excluding any accrued interest) amounted to US\$103,750,000 (equivalent to approximately HK\$809,250,000).

The Principal terms of the Bonds are set out as follows:

Issuer:	Nanshan Capital Holdings Limited (南山資本控股有限公司)
Guarantee:	The Guarantor will unconditionally and irrevocably guarantee the due payment of all sums expressed to be payable by the Issuer under the Bonds and the trust deed(s) constituting the Bonds
Principal amount and issue price of the Original Bonds:	US\$33,750,000 (equivalent to approximately HK\$263,250,000) at the issue price of 100%

Principal amount and issue price of the Additional Bonds:	US\$70,000,000 (equivalent to approximately HK\$546,000,000) at the issue price of 100% plus accrued interest from (and including) 28 June 2022 to (but excluding) 6 July 2022
Interest rate:	7% per annum from and including 28 June 2022
Maturity Date:	27 June 2023

The Directors consider that the subscription of the Bonds on 28 June 2022 and 6 July 2022 were made on normal commercial terms and in the ordinary and usual course of business of the Company. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Issuer, Guarantor and the Placing Agent are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

INFORMATION ON THE COMPANY

The Company is a company incorporated in the Cayman Islands with limited liability. The Company and its subsidiaries are principally engaged in investment in a diversified portfolio of investments in listed and unlisted enterprises thereby to achieve earnings in the form of medium to long term capital appreciation.

INFORMATION ON THE GUARANTOR AND THE ISSUER GROUP

The Issuer was incorporated in Hong Kong as a company limited by shares on 14 May 2012 and was primarily engaged in trading business. The Issuer is a wholly-owned subsidiary of the Guarantor.

Based on the information memorandum issued in respect of the Original Bonds and the supplemental information memorandum issued in respect of the Additional Bonds by the Issuer, the predecessor of the Guarantor was established in 1979. With the continuous development and restructuring, the Guarantor was renamed as Nanshan Group Co., Ltd in April 1996 and its registered capital was increased to RMB135 million. The Guarantor focuses on the business of aluminum, textile and apparel, construction and real estate development, and logistics. The Issuer Group is also engaged in other business sectors such as tourism, education, financing, trading, electricity and aviation. As at 31 December 2021, the Guarantor had a paid-in capital of RMB1 billion and total assets of approximately RMB149.3 billion. For the years ended 31 December 2019, 2020 and 2021, the Issuer Group reported total operating income of approximately RMB43.5 billion, RMB48.9 billion, and RMB55.1 billion respectively, and net profit after tax of approximately RMB3.5 billion, RMB4.2 billion and RMB5.1 billion, respectively.

The Guarantor is owned by the Villagers Committee of Nanshan Village, Dongjiang Street, Longkou City* (龍口市東江街道南山村村民委員會) and Mr. Song Jianbo (宋建波) as to 51% and 49%, respectively.

LISTING RULES IMPLICATIONS

As the balances due from the Issuer in respect of the subscription of the Bonds exceeds 8% under the assets ratio (as defined under Rule 14.07(1) of the Listing Rules), this announcement is issued in compliance with Rules 13.13 and 13.15 of the Listing Rules.

The Company will comply with the relevant disclosure requirements for its interim and annual reports where the circumstances giving rise to the abovementioned disclosures continue to exist.

DEFINITIONS

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

“Additional Bonds”	US\$70,000,000 7% guaranteed bonds due 2023 issued by the Issuer on 6 July 2022
“Bonds”	the Original Bonds together with the Additional Bonds
“Company”	Wealthking Investments Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Guarantor”	Nanshan Group Co., Ltd (南山集團有限公司)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“Issuer”	Nanshan Capital Holdings Limited (南山資本控股有限公司)
“Issuer Group”	the Issuer and its direct and indirect subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Original Bonds”	US\$33,750,000 7% guaranteed bonds due 2023 issued by the Issuer on 28 June 2022
“Placing Agent”	Zhongtai International Securities Limited
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“US\$”	United States dollars, the lawful currency of the United States of America
“WK Century”	WK Century Holdings Limited, a wholly-owned subsidiary of the Company
%	per cent

** For identification purposes only*

By order of the Board
Wealthking Investments Limited
Liu Zhiwei
Executive Director and Chairman

Hong Kong SAR, 6 July 2022

As at the date of this announcement, the Board comprises one executive Director, namely, Dr. Liu Zhiwei; two non-executive Directors, namely Dr. Fu Weigang and Dr. Wang Shibin; and three independent non-executive Directors, namely, Mr. Chen Yuming, Mr. Yan Xiaotian and Mr. Zhao Kai.