

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **UNQ HOLDINGS LIMITED**

**优越汇控股有限公司**

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

**(Stock Code : 2177)**

### **DISCLOSEABLE TRANSACTION**

#### **PROVISION OF GUARANTEE**

##### **PROVISION OF GUARANTEE**

Reference is made to the announcement of the Company dated 9 March 2022, in relation to the provision of the Previous Guarantee. On 14 September 2022, Shanghai Xuyi has duly fulfilled its repayment obligations under the Previous Loan Agreement and the Group's obligation in relation to the Previous Guarantee has been released.

On 21 September 2022, UNQ Supply Chain (being an indirect wholly-owned subsidiary of the Company), as guarantor, entered into the Guarantee Agreement with the Creditor, pursuant to which UNQ Supply Chain has agreed to provide guarantee up to a maximum amount of RMB50,000,000 for the due performance of the repayment obligations of Shanghai Xuyi to the Creditor under the Financing Agreement.

##### **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the guaranteed amount of the Guarantee is more than 5% but less than 25%, the provision of the Guarantee constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

#### **PROVISION OF GUARANTEE**

The Board announces that on 21 September 2022, UNQ Supply Chain (being an indirect wholly-owned subsidiary of the Company), as guarantor, entered into the Guarantee Agreement with the Creditor, pursuant to which UNQ Supply Chain has agreed to provide

guarantee up to a maximum amount of RMB50,000,000 for the due performance of the repayment obligations of Shanghai Xuyi to the Creditor under the Financing Agreement.

### **Principal terms of the Guarantee Agreement**

Date:	21 September 2022
Parties:	(1) UNQ Supply Chain (as guarantor); and (2) the Creditor
Guarantee:	UNQ Supply Chain, as guarantor, has agreed to provide guarantee up to a maximum amount of RMB50,000,000, to the Creditor for the due performance of Shanghai Xuyi's repayment obligations under the Financing Agreement, including but not limited to that with respect to the principal amount, interests, compound interests, penalty interests, default penalties, compensations, overdue debt interests, late payment charges, expenses for safekeeping the guaranteed properties, and other expenses incurred by the Creditor from the realisation of its debt and guarantee rights and all other expenses that need to be paid
Guarantee period:	from 21 September 2022 to 20 September 2023
Guarantee method:	pledged guarantee by way of bank deposit for RMB50,000,000
Effective date of the Guarantee Agreement:	the Guarantee Agreement shall become effective upon due execution, being 21 September 2022

Furthermore, Ms. LI Min (李敏, the controlling shareholder of Shanghai Xuyi, "**Shanghai Xuyi Controlling Shareholder**") has agreed to provide guarantee for the due performance of the repayment obligations of Shanghai Xuyi to the Creditor under the Financing Agreement. Shanghai Xuyi, Shanghai Xuyi Controlling Shareholder and the general manager of Shanghai Xuyi, an Independent Third Party, entered into counter-guarantee agreements with UNQ Supply Chain respectively, to provide counter-guarantee for UNQ Supply Chain's guarantee liability under the Guarantee Agreement.

### **REASONS FOR AND BENEFITS OF THE PROVISION OF GUARANTEE**

Shanghai Xuyi is principally engaged in providing offline distribution of brands like Unicharm and has established business relationships with some leading offline retail channels. The Directors are of the view that the provision of the Guarantee under the Guarantee Agreement enables to benefit cooperative development between the Company's e-commerce business and Shanghai Xuyi's offline business mode and consolidation of sales channels. Through providing the Guarantee, the Group will maintain close ties with Shanghai Xuyi and pay close attention to its industrial development and dynamic trends on different sales channels in relation to the related industry. The Group may also be at an advantage if in the future the Group considers to

seek opportunities in further strategic cooperation and investment in relation to Shanghai Xuyi. In view of the above reasons, the provision of the Guarantee is conducive in consolidation of the industrial resources and strategic layout for the Group, beneficial for the Group to become industries' leader and is in line with the Group's overall business strategy and interests in the long run.

To the best knowledge of the Company, Shanghai Xuyi's business remains stable and has never defaulted in the repayment. Furthermore, Shanghai Xuyi, Shanghai Xuyi Controlling Shareholder and the general manager of Shanghai Xuyi have also provided UNQ Supply Chain with counter-guarantee. Having taken into consideration that the risks exposed to the Group are controllable, the Directors are of the view that the terms of the Guarantee Agreement are on normal commercial terms, are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **INFORMATION OF THE PARTIES**

### **The Group**

The Group is a leading brand e-commerce retail and wholesale solutions provider in China strategically focused on Japanese-branded fast-moving consumer goods, consisting of, among others, beauty products and personal care products. UNQ Supply chain is a limited liability company incorporated in the PRC, and an indirect wholly-owned subsidiary of the Company.

### **Shanghai Xuyi**

Shanghai Xuyi is a company incorporated in PRC with limited liability, which is principally engaged in sales of food and cosmetics products. As at the date of this announcement, Shanghai Xuyi is indirectly owned as to 30% by the Company through UNQ Supply Chain and 70% by Ms. LI Min, an Independent Third Party.

### **Creditor**

The Creditor is a licensed bank established under the laws of the PRC which is principally engaged in banking and financial services. The Controlling Shareholder of the Creditor is CITIC Corporation Limited (中國中信有限公司), an Independent Third Party, which holds approximately 65.37% equity interests in the Creditor according to the public information.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Shanghai Xuyi and the Creditor and their ultimate beneficial owner(s) are Independent Third Parties of the Company and its connected persons (as defined under the Listing Rules).

## **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the guaranteed amount of the Guarantee is more than 5% but less than 25%, the provision of the Guarantee constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## DEFINITIONS

“Board”	the board of Directors of the Company
“Company”	UNQ Holdings Limited (优趣汇控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 31 October, 2019
“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules
“Creditor”	The Shanghai sub-branch of China CITIC Bank Corporation Limited (中信银行股份有限公司), the H Shares and A Shares of which are listed on the Stock Exchange (stock code: 998) and the Shanghai Stock Exchange (stock code: 601998), respectively, being the financing provider under the Financing Agreement and the creditor under the Guarantee Agreement
“Director(s)”	the director(s) of the Company
“Financing Agreement”	the letter of credit financing agreement dated 21 September 2022 entered into between Shanghai Xuyi and the Creditor in relation to the grant of a financing with maximum amount up to amount of RMB50,000,000 by the Creditor to Shanghai Xuyi
“Group”	the Company and its subsidiaries
“Guarantee”	The guarantee provided by UNQ Supply Chain to Creditor pursuant to the Guarantee Agreement
“Guarantee Agreement”	the Maximum Pledge Agreement dated 21 September 2022 entered into between UNQ Supply Chain and Creditor, pursuant to which, UNQ Supply Chain agreed to provide the Guarantee to the Creditor as security for the repayment obligations of Shanghai Xuyi under the Financing Agreement
“Hong Kong”	the 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
“Independent Third Party(ies)”	independent third party(ies) who is/are not connected person(s) and is/are not connected person(s) of the Company
“PRC”	the People’s Republic of China
“Previous Guarantee”	the guarantee provided by UNQ Supply Chain to Shanghai Huarui Bank Co., Ltd. (上海華瑞銀行股份有限公司), to provide guarantee up to a maximum amount of

RMB61,100,000, in favour of Shanghai Xuyi for the due performance of Shanghai Xuyi's repayment obligations under the Previous Loan Agreement

“Previous Loan Agreement”	the liquidity revolving loan agreement dated 28 December 2021 entered into between Shanghai Xuyi and Shanghai Huarui Bank Co., Ltd. in relation to the grant of a loan with maximum amount up to amount of RMB60,000,000 by Shanghai Huarui Bank Co., Ltd. to Shanghai Xuyi
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Xuyi”	Shanghai Xuyishiye Co., Ltd. (上海旭一實業有限公司), a company established in the PRC with limited liability which, as the date of this announcement, is owned as to 70% and 30% by Ms. LI Min, an Independent Third Party, and UNQ Supply Chain, one of subsidiaries of the Group, respectively
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“UNQ Supply Chain”	UNQ (Shanghai) Supply Chain Management Co., Ltd. (優趣匯(上海)供應鏈管理有限公司), a company established under the laws of the PRC on 17 October, 2014 and an indirect wholly-owned subsidiary of our Company
“%”	per cent

By order of the Board  
**UNQ HOLDINGS LIMITED**  
**WANG Yong**  
*Chairman*

Hong Kong, 21 September 2022

*As of the date of this announcement, the executive directors of the Company are Mr. WANG Yong, Mr. SHEN Yu and Mr. MATSUMOTO Ryoji; the non-executive director of the Company is Mr. NAKAYAMA Kokkei; and the independent non-executive directors of the Company are Mr. NG Kam Wah Webster, Mr. WEI Hang and Ms. XIN Honghua.*