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World Super Holdings Limited

維亮控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8612)

DISCLOSEABLE TRANSACTION IN RELATION TO PROVISION OF LOAN

The Board announces that on 15 December 2023 (after trading hours), World Super Capital, a wholly-owned subsidiary of the Company, as lender and the Borrower as borrower have entered into the Loan Agreement, pursuant to which, World Super Capital agreed to make available to the Borrower the Loan in the principal amount of HK\$3 million on the terms and subject to the conditions therein.

The transactions contemplated under the Loan Agreement constitute a discloseable transaction for the Company as one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Loan Agreement is 5% or more but all are less than 25%. Therefore, the transactions contemplated under the Loan Agreement are subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

THE LOAN AGREEMENT

Parties

Lender: World Super Capital

Borrower: Grand Oceanus (HK) Limited

Principal terms of the Loan Agreement

The principal terms of the Loan Agreement are as follows:

Date: 15 December 2023

Principal Loan Amount: HK\$3,000,000

Drawdown Date:	15 December 2023
Final Repayment Date:	14 December 2024
Repayment:	The outstanding principal amount of the Loan shall be repaid after 12 months from the date of drawdown.
Interest:	1.5% per month, and payable in arrears in 12 monthly installments
Security:	The Loan will be secured by the corporate guarantee provided by the Guarantor under the Corporate Guarantee Agreement.
Term of the Loan:	One year
Default interest:	1.5% per month

THE CORPORATE GUARANTEE

Parties

Date:	15 December 2023
Beneficiary:	World Super Capital
Guarantor:	Winto Group (Holdings) Limited

As security for the due and punctual performance of the obligations of the Borrower under the Loan Agreement, the Guarantor as the holding company of the Borrower agreed to provide a corporate guarantee in favour of the Lender to ensure the due and punctual performance and observance by the Borrower of all of its obligations arising out of or in connection with, and the punctual discharge of all the Borrower's liabilities as if it were the principal obligor under the Loan Agreement.

IMPLICATIONS UNDER THE LISTING RULES

The transactions contemplated under the Loan Agreement constitute a discloseable transaction for the Company as one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Loan Agreement is 5% or more but all are less than 25%. Therefore, the transactions contemplated under the Loan Agreement are subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

REASONS FOR AND BENEFITS OF ENTERING INTO THE LOAN AGREEMENT

The terms of the Loan Agreement, including the interest rates applicable, were arrived at after arm's length negotiations between World Super Capital, the Borrower and the Guarantor having taken into account the prevailing market interest rates, and normal commercial terms and practices. The Loan Agreement was entered into by World Super Capital having regard to (i) the costs of borrowing in providing the Loan to the Borrower; (ii) the interest income to be generated by providing the Loan; and (iii) the underlying security provided by the Corporate Guarantee. In addition, the transactions contemplated under the Loan Agreement are part of the ordinary and usual course of business of World Super Capital. In view of the above, the Directors (including the independent non-executive Directors) are of the view that the terms of the Loan Agreement are on normal commercial terms, are fair and reasonable, and are in the interests of the Company and its shareholders as a whole.

The Company confirms that to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Borrower, its ultimate beneficial owner(s) and the Guarantor are third parties independent of the Company and its connected persons (within the meaning of the GEM Listing Rules).

As at the date of this announcement, Mr. Chim Tak Lai is an independent non-executive Director of the Company and, to the best knowledge of the Company, the chief financial officer of the Guarantor. As Mr. Chim Tak Lai has a material interest in the transaction contemplated the Loan Agreement, Mr. Chim Tak Lai is required to abstain from voting on the Board resolution(s) approving the Loan Agreement.

INFORMATION OF THE COMPANY, THE LENDER, THE BORROWER AND THE GUARANTOR

The Company

The Company is a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM of the Stock Exchange.

The principal business activity of the Company is investment holding. The Group is principally engaged in (i) provision of rental services of machinery; (ii) trading of new or used machinery and/or related spare parts to customers; (iii) provision of transportation services; (iv) provision of construction works and ancillary services; and (v) provision of money lending services.

The Lender

The Lender is a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company.

The Lender is a registered money lender holding a valid money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and is principally engaged in the provision of loans as money lending. The Loan will be funded from the internal resources of the Group.

The Borrower

The Borrower is a company incorporated in Hong Kong with limited liability and is a wholly-owned subsidiary of the Guarantor.

The principal business activity of the Borrower is provision of management service.

The Guarantor

The Guarantor is a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM of the Stock Exchange.

The principal business activity of the Guarantor is (i) sales and distribution of publications, and the sales of print and online advertising spaces and provision of advertising design and related production services, (ii) sales of billboard advertising spaces and provision of advertisement sourcing agency services, and (iii) promotion of products and services by organizing exhibitions and shows.

DEFINITIONS

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

“Board”	the board of Directors
“Borrower”	Grand Oceanus (HK) Limited, a company incorporated in Hong Kong with limited liability and is a wholly-owned subsidiary of the Guarantor
“Company”	World Super Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Corporate Guarantee”	the corporate guarantee provided by the Guarantor under the deed of guarantee entered into between World Super Capital and the Guarantor on 15 December 2023, the particulars of which are set out in the section headed “The Corporate Guarantee” in this announcement

“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company together with its subsidiaries from time to time
“Guarantor”	Winto Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM of the Stock Exchange (Stock Code: 8238), which irrevocably and unconditionally guarantees to the Lender to ensure the due and punctual performance and observance by the Borrower of all of its obligations arising out of or in connection with, and the punctual discharge of all the Borrower’s liabilities as if it were the principal obligor under the Loan Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Loan”	the term loan in the amount of HK\$3,000,000 granted by World Super Capital to the Borrower pursuant to the terms of the Loan Agreement
“Loan Agreement”	the loan agreement entered into between World Super Capital and the Borrower on 15 December 2023, the particulars of which are set out in the section headed “The Loan Agreement” in this announcement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“World Super Capital” or “Lender”	World Super Capital Limited, a company incorporated in Hong Kong with limited liability and is a wholly-owned subsidiary of the Company and also the lender under the Loan Agreement

By Order of the Board
World Super Holdings Limited
Sou Peng Kan Albert
Chairman and executive Director

Hong Kong, 15 December 2023

As at the date of this announcement, the Board comprises of Mr. Sou Peng Kan Albert, Mr. Lau Lawrence Tak Sun, Mr. Lin Dongsheng, Mr. Zhang Wei and Ms. Chan Lok Yin as executive Directors; and Mr. Chim Tak Lai, Ms. Du Min and Ms. Chen Jie as independent non-executive Directors.

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 Listed Company Information” page of the website of the Stock Exchange at <http://www.hkexnews.hk> for at least of 7 days from the date of its publication and on the Company’s website at www.worldsuperhk.com.