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中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

DISCLOSEABLE AND CONNECTED TRANSACTION GRANT OF REVOLVING LOAN FACILITY

On 15 January 2024 (after trading hours), Top Billion, a wholly owned subsidiary of the Company, as lender and Customer A as borrower entered into the Facility Letter pursuant to which Top Billion has agreed to grant the Loan in the amount of HK\$66,000,000 to Customer A for a term of three years from the Effective Date.

As the relevant percentage ratio(s) exceed 5% but all relevant percentage ratios are below 25%, the entering into of the Facility Letter constitutes discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

As Customer A is a connected person of the Company at the subsidiary level by virtue of being a substantial shareholder of Senworth, the entering into of the Facility Letter constitutes a connected transaction on the part of the Company under Chapter 14A of the Listing Rules. By virtue of Rule 14A.101 of the Listing Rules, as (i) Customer A is a connected person of the Company at the subsidiary level; (ii) the transactions contemplated under the Facility Letter are on normal commercial terms; and (iii) the Board (including all the independent non-executive Directors) have approved the transactions and confirmed that the transactions are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole, the transactions contemplated under the Facility Letter are subject to reporting and announcement but are exempted from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. None of the Directors has any interest in the Facility Letter and none of the Directors is required to abstain from voting on the same at the relevant meeting of the Board.

On 15 January 2024, Top Billion, a wholly owned subsidiary of the Company, as lender and Customer A as borrower entered into the Facility Letter pursuant to which Top Billion has agreed to grant the Loan in the amount of HK\$66,000,000 to Customer A for a term of three years from the Effective Date. A summary of the principal terms of the Facility Letter is set out below.

THE FACILITY LETTER

Date: 15 January 2024 (after trading hours)

Parties: (1) Top Billion as lender
(2) Customer A as borrower

Top Billion is a company incorporated in Hong Kong with limited liability and is a wholly owned subsidiary of the Company.

Customer A is an individual. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for being a substantial shareholder of Senworth Limited, Customer A is an Independent Third Party and is a merchant.

Pursuant to the Facility Letter, Top Billion has agreed to grant the Loan in the amount of HK\$66,000,000 to Customer A subject to and conditional upon the terms and conditions set out in the Facility Letter.

Principal: HK\$66,000,000

Interest rate: 7% per annum

Term: Three years commencing from the Effective Date

Collateral: Pledge of 25% issued shares in Senworth Limited ("Senworth") with a value of approximately HK\$80 million

Based on the assessment of Top Billion, after considering the past credit records and backgrounds of Customer A in accordance with its credit policy together with the valuation of the collateral, the Company considers that the credit risk relating to the entering into of the Facility Letter is relatively low.

Repayment: The Loan and other monies outstanding in connection with the facility shall be repaid in full on or before the final repayment date mentioned above.

Early repayment: The borrower may at any time, without premium or penalty, prepay the Loan by giving the Lender not less than one (1) Business Day's prior written notice

Funding of the Loan

The Group will finance the Loan with its internal resources. The Lender shall not be obliged to make the Loan available to Customer A unless no events of default shall have occurred and be continuing.

The terms of the Facility Letter have been arrived at after arm's length negotiations of the parties to the Facility Letter.

Information on the Group and Top Billion

The Group is principally engaged in securities and futures dealing business, financial investments and money lending business.

The Lender, being an indirect wholly owned subsidiary of the Company, is a licensed money lender corporation in Hong Kong under the Money Lenders Ordinance. The Lender conducts money lending business in Hong Kong through the provision of unsecured loans and secured loans to customers, including individuals and corporation.

Information on the Customer A

The borrower, Customer A, is an individual who is a repeat customer of the Group. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Customer A is an Independent Third Party.

REASONS FOR AND BENEFITS OF THE FACILITY LETTER

The granting of the Facility Letter is within the Lender's ordinary and usual course of business.

The Directors are of the view that the granting of the Loan and the entering into of the Facility Letter can provide stable interest income stream for the Group. The Group will explore further business opportunities in the money lending sector as and when appropriate. Having considered the borrower's repayment record, the collaterals to be provided and the interest income for the Group, the Directors consider that the terms of the Facility Letter are on normal commercial terms and are fair and reasonable in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As the relevant percentage ratio(s) exceed 5% but all relevant percentage ratios are below 25%, the entering into of the Facility Letter constitutes discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

Senworth is a non-wholly owned subsidiary of the Company. As Customer A is a connected person of the Company at the subsidiary level by virtue of being a substantial shareholder of Senworth, the entering into of the Facility Letter constitutes a connected transaction on the part of the Company under Chapter 14A of the Listing Rules.

By virtue of Rule 14A.101 of the Listing Rules, as (i) Customer A is a connected person of the Company at the subsidiary level; (ii) the transactions contemplated under the Facility Letter are on normal commercial terms; and (iii) the Board (including all the independent non-executive Directors) have approved the transactions and confirmed that the transactions are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole, the transactions contemplated under the Facility Letter are subject to reporting and announcement but are exempted from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. None of the Directors has any interest in the Facility Letter and none of the Directors is required to abstain from voting on the same at the relevant meeting of the Board.

DEFINITIONS

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

“Board”	board of the Directors
“Company”	Central Wealth Group Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares are listed on Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Customer A”	Shio Tian Ho, the borrower under the Facility Letter
“Director(s)”	director(s) of the Company from time to time
“Effective Date”	the effective date of the Facility Letter, i.e. 15 January 2024
“Facility Letter”	The loan facility letter dated 15 January 2024 and entered into between Top Billion as lender and Customer A as borrower in respect of the Loan
“Group”	the Company together with its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are not core connected persons of the Company and are third parties independent of the Company and its core connected persons in accordance with the Listing Rules
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

“Loan”	the loan in the principal amount of HK\$66,000,000 to be granted by Top Billion to Customer A under the Facility Letter
“Money Lenders Ordinance”	Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong)
“PRC”	The People’s Republic of China
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Top Billion” or the “Lender”	Top Billion Finance Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company and the lender under the Facility Letter
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

By order of the Board
Central Wealth Group Holdings Limited
Chen Xiaodong
Chairman

Hong Kong, 15 January 2024

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors

Mr. Chen Xiaodong (*Chairman*)
Mr. Li Jing (*Chief Executive Officer*)
Mr. Yu Qingrui
Ms. Song Caini
Mr. Chen Hongjin

Independent non-executive Directors

Mr. Kwok Chi Kwong
Mr. Wu Ming
Ms. Li Meifeng