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**Qianhai Health Holdings Limited**

**前海健康控股有限公司**

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

**(Stock Code: 911)**

## **DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE**

### **THE LOAN AGREEMENT**

On 20 February 2018, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to provide the Borrower a loan in the principal amount of HK\$48,000,000 for a term of 12 months.

### **THE LISTING RULES IMPLICATIONS**

As one or certain of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Loan exceed 5% but are less than 25%, the transaction contemplated under the Loan Agreement constitutes discloseable transactions of the Company and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

### **INTRODUCTION**

The Board announces that on 20 February 2018, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to provide the Borrower a loan in the principal amount of HK\$48,000,000 for a term of 12 months.

## **THE LOAN**

The principal terms of the Loan Agreement are as follows:

### **THE LOAN AGREEMENT**

Date	:	20 February 2018
Lender	:	Qianhai Health Finance Limited
Borrower	:	the Borrower, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, together with its ultimate beneficial owner(s), are Independent Third Parties and not connected with the Company and its connected persons
Principal amount	:	HK\$48,000,000
Interest rate	:	a fixed interest rate of 15% per annum calculated on the basis of 365-day a year (to be paid every half year)
Term	:	12 months, from the date of drawdown
Repayment	:	Unless otherwise specified, the Borrower shall repay in full the principal amount of the Loan, together with interest accrued and unpaid thereof on the maturity date of the Loan
Security	:	a legal charge in respect of certain shares which are listed on the Main Board of the Stock Exchange which are beneficially owned by the Borrower

### **FUNDING OF THE LOAN**

The Lender funded the Loans through internal resources of the Group.

### **INFORMATION OF THE BORROWER**

The Borrower, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, together with its ultimate beneficial owner(s), are Independent Third Parties and not connected with the Company and its connected persons.

The Borrower is an investment company.

## **INFORMATION ABOUT THE COMPANY AND THE LENDER**

The Company is principally engaged in American ginseng trading business. The Lender is an indirect wholly-owned subsidiary of the Company and a licensed money lender in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and is principally engaged in the business of money lending.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE LOAN AGREEMENT**

The terms of the Loan Agreement (including the interest rate) were arrived at after arm's length negotiations between the Lender and the Borrower and would enable the Lender to earn interest income. Given that the provision of credit financing is in the ordinary and usual course of business of the Lender, the Directors are of the view that the transaction contemplated under the Loan Agreement is in the interests of the Company and the Shareholders as a whole. The Directors are of the view that the terms of the Loan Agreement were fair and reasonable and were entered into on normal commercial terms.

## **LISTING RULES IMPLICATIONS**

As one or certain of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Loan exceed 5% but are less than 25%, the transaction contemplated under the Loan Agreement constitutes discloseable transactions of the Company and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

Unless the context requires otherwise, the following terms have the following meanings in this announcement:

“Board”	board of the Directors
“Borrower”	Newpont Holdings Limited, a company incorporated in the Hong Kong with limited liability and an Independent Third Party
“Company”	Qianhai Health Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	Director(s) of the Company
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	person(s) who or company(ies) which is/are a third party(ies) independent of the Company and its connected person(s) (has the meaning ascribed to it under the Listing Rules)
“Lender”	Qianhai Health Finance Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the term loan in the amount of HK\$48,000,000 granted by the Lender to the Borrower pursuant to the terms of the Loan Agreement
“Loan Agreement”	the loan agreement dated 20 February 2018 and entered into between the Lender and the Borrower in relation to the grant of the Loan to the Borrower
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board  
**Qianhai Health Holdings Limited**  
**George Lu**  
*Chairman & Chief Executive Officer*

Hong Kong, 20 February 2018

*As at the date of this announcement, the executive Directors are Mr. George Lu and Mr. Wong Kwok Ming; the non-executive Director is Mr. Yeung Wai Fai Andrew and the independent non-executive Directors are Mr. Li Wei, Mr. Wu Wai Leung Danny and Mr. Yuen Chee Lap Carl.*