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**亞證地產有限公司**

**ASIASEC PROPERTIES LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 271)**

## **DISCLOSEABLE TRANSACTION**

### **LOAN TRANSACTION**

Reference is made to the Previous Announcement in relation to a loan transaction among the Lender (a direct wholly-owned subsidiary of the Company) as lender, the Borrower as borrower and the Guarantor as guarantor.

#### **EXTENSION OF LOAN REPAYMENT DATE**

On 22nd November, 2022, the Lender as lender entered into the Third Supplemental Loan Agreement with the Borrower as borrower and the Guarantor as guarantor, pursuant to which the Lender, the Borrower and the Guarantor agreed to, among other things, extend the repayment date of the Loan from 25th November, 2022 to 24th November, 2023 on the terms and subject to the conditions therein.

As at the date of the Third Supplemental Loan Agreement, the entire amount of the Loan remained outstanding and due to be repaid by the Borrower to the Lender.

#### **LISTING RULES IMPLICATIONS**

As the Lender is a direct wholly-owned subsidiary of the Company, the Transaction entered into by the Lender shall be regarded as a transaction for the Company under the Listing Rules as the definition of “listed issuer” under Chapter 14 of the Listing Rules shall include the listed issuer’s subsidiaries.

The Transaction constitutes a discloseable transaction for the Company on the basis that more than one of the relevant Percentage Ratio(s) exceeds 5% but is below 25%.

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As at the date of the Third Supplemental Loan Agreement, the entire amount of the Loan remained outstanding and due to be repaid by the Borrower to the Lender.

## **THE THIRD SUPPLEMENTAL LOAN AGREEMENT**

Date: 22nd November, 2022

Parties: (1) the Lender;  
(2) the Borrower; and  
(3) the Guarantor.

Based on the confirmation of the Borrower and the Guarantor, and to the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Borrower and its ultimate beneficial owner and the Guarantor are all third parties independent of and not connected with the Company or any of their respective connected persons.

## **PRINCIPAL TERMS OF THE THIRD SUPPLEMENTAL LOAN AGREEMENT**

Pursuant to the Third Supplemental Loan Agreement, the Loan Agreement as amended and/or supplemented by the Supplemental Loan Agreement and the Second Supplemental Loan Agreement has now been amended and supplemented, among other things, as follows:

Repayment date: 24th November, 2023

Interest rate: (i) the fixed interest rate (*as set out below*) for the period between the drawdown date of the Loan and 24th November, 2022 (both dates inclusive); and  
(ii) the higher of (a) the fixed interest rate or (b) the variable interest rate (*as set out below*) thereafter.

- Fixed interest rate:
- (i) 7.92% per annum for the first month from the drawdown date of the Loan;
  - (ii) 6% per annum thereafter until 25th November, 2020;
  - (iii) 7.1% per annum for the period between 26th November, 2020 and 25th December, 2020 (both dates inclusive);
  - (iv) 6% per annum thereafter until 25th November, 2021;
  - (v) 7.91% per annum for the period between 26th November, 2021 and 25th December, 2021 (both dates inclusive);
  - (vi) 6% per annum thereafter until 24th November, 2022;
  - (vii) 8.19% per annum for the period between 25th November, 2022 and 24th December, 2022 (both dates inclusive); and
  - (viii) 6% per annum thereafter.
- Variable interest rate:
- (i) the aggregate of 2.565% per annum and the Prime Rate (except where the aggregate of which exceeds 9.19% per annum, at 9.19% per annum) for the period between 25th November, 2022 and 24th December, 2022 (both dates inclusive); and
  - (ii) the aggregate of 0.375% per annum and the Prime Rate (except where the aggregate of which exceeds 7% per annum, at 7% per annum) thereafter.

Save for the amendments in the Third Supplemental Loan Agreement, the provisions of the Loan Agreement as amended and/or supplemented by the Supplemental Loan Agreement and the Second Supplemental Loan Agreement and the rights and obligations thereunder shall remain in full force and effect.

## **REASONS FOR AND BENEFITS OF THE TRANSACTION**

The terms of the Third Supplemental Loan Agreement, including the interest rates applicable, were arrived at after arm's length negotiations between the Lender, the Borrower and the Guarantor having taken into account the prevailing market interest rates and practices. The Third Supplemental Loan Agreement was entered into by the Lender having regard to (i) the costs of borrowing in providing the Loan to the Borrower; (ii) the interest income to be generated by the Transaction; and (iii) the underlying securities. In addition, the Transaction is part of the ordinary and usual course of business of the Lender. In view of the above, the Directors are of the view that the terms of the Third Supplemental Loan Agreement are on normal commercial terms and the Transaction is fair and reasonable, and in the interests of the Company and the shareholders of the Company as a whole.

## **INFORMATION RELATING TO THE COMPANY, THE LENDER, THE BORROWER AND THE GUARANTOR**

### **The Company**

The Company is a company incorporated in Hong Kong with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange.

The principal business activity of the Company is investment holding. The Group is principally engaged in property investment, property leasing and estate management in Hong Kong.

### **The Lender**

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

The principal business activity of the Lender is provision of money lending services. The Lender holds a money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

### **The Borrower**

The Borrower is a company incorporated in Hong Kong with limited liability and the ultimate beneficial owner of the Borrower is the Guarantor.

Based on the confirmation of the Borrower, the principal business activity of the Borrower is provision of money lending services. The Borrower holds a money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

### **The Guarantor**

The Guarantor is an individual and the sole shareholder and the sole director of the Borrower.

## LISTING RULES IMPLICATIONS

As the Lender is a direct wholly-owned subsidiary of the Company, the Transaction entered into by the Lender shall be regarded as a transaction for the Company under the Listing Rules as the definition of “listed issuer” under Chapter 14 of the Listing Rules shall include the listed issuer’s subsidiaries.

The Transaction constitutes a discloseable transaction for the Company on the basis that more than one of the relevant Percentage Ratio(s) exceeds 5% but is below 25%.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Borrower”	BH Capitalink Development Limited, a company incorporated in Hong Kong with limited liability, being the borrower under the Loan Agreement as amended and/or supplemented by the Supplemental Loan Agreement, the Second Supplemental Loan Agreement and the Third Supplemental Loan Agreement
“Company”	Asiasec Properties Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 271)
“connected persons”	having the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Guarantor”	Mr. Lau Yau Cheung, the sole director and shareholder of the Borrower, being the guarantor under the Loan Agreement as amended and/or supplemented by the Supplemental Loan Agreement, the Second Supplemental Loan Agreement and the Third Supplemental Loan Agreement
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

“Lender”	AsiaSec Finance Limited, a company incorporated in Hong Kong with limited liability and a direct wholly-owned subsidiary of the Company, being the lender under the Loan Agreement as amended and/or supplemented by the Supplemental Loan Agreement, the Second Supplemental Loan Agreement and the Third Supplemental Loan Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the loan in the total amount of HK\$45,000,000 made available by the Lender to the Borrower on the terms and subject to the conditions set out in the Loan Agreement as amended and/or supplemented by the Supplemental Loan Agreement, the Second Supplemental Loan Agreement and the Third Supplemental Loan Agreement
“Loan Agreement”	the loan agreement dated 26th November, 2019 entered into among the Lender as lender, the Borrower as borrower and the Guarantor as guarantor
“Main Board”	Main Board of the Stock Exchange (excludes the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Percentage Ratio(s)”	percentage ratio(s) as set out in Rule 14.07 of the Listing Rules to be applied for determining the classification of a transaction
“Previous Announcement”	the announcement dated 26th November, 2021 of the Company
“Prime Rate”	the best lending rate for Hong Kong Dollars as may be offered by Standard Chartered Bank (Hong Kong) Limited from time to time
“Second Supplemental Loan Agreement”	the second supplemental loan agreement dated 26th November, 2021 entered into among the Lender as lender, the Borrower as borrower and the Guarantor as guarantor
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Supplemental Loan Agreement”	the supplemental loan agreement dated 26th November, 2020 entered into among the Lender as lender, the Borrower as borrower and the Guarantor as guarantor
“Third Supplemental Loan Agreement”	the third supplemental loan agreement dated 22nd November, 2022 entered into among the Lender as lender, the Borrower as borrower and the Guarantor as guarantor
“Transaction”	the transaction contemplated under the Third Supplemental Loan Agreement
“%”	per cent.

On behalf of the Board  
**Asiasec Properties Limited**  
**Edwin Lo King Yau**  
*Executive Director*

Hong Kong, 22nd November, 2022

*As at the date of this announcement, the Board comprises Mr. Patrick Lee Seng Wei (Chairman), Mr. Lee Shu Yin (Chief Executive), Mr. Edwin Lo King Yau and Mr. Tao Tsan Sang being the Executive Directors; and Mr. Li Chak Hung, Mr. Choi Kin Man and Ms. Lisa Yang Lai Sum being the Independent Non-Executive Directors.*