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**透云科技**  
Ty. Technology

## **China Touyun Tech Group Limited**

**中國透雲科技集團有限公司**

*(Incorporated in Bermuda with limited liability)*

*Website: [www.chinatouyun.com.hk](http://www.chinatouyun.com.hk)*

**(Stock Code: 1332)**

### **DISCLOSEABLE TRANSACTION PROVISION OF LOAN FACILITY**

On 20 September 2019, the Lender entered into the Loan Agreement with the Borrower in relation to the provision of the loan facility of HK\$50,000,000 which is available for drawdown subject to terms of the Loan Agreement and shall be repaid in one year from the date of the Loan Agreement when the Loan amount and the accrued interest are due to be re-paid in full by the Borrower to the Lender.

The transaction contemplated thereunder constituted a discloseable transaction of the Company and is therefore subject to the announcement requirement but exempts from Shareholders' approval requirement under the Listing Rules.

The Board announces that on 20 September 2019, the Lender, an indirect non-wholly owned subsidiary of the Company, entered into the Loan Agreement with the Borrower.

The Loan Agreement date: 20 September 2019

Lender: Era Bright Limited, an indirect non-wholly owned subsidiary of the Company

Borrower: Customer A

Principal: HK\$50,000,000

Repayment: one year from the date of the Loan Agreement

Interest: 10% per annum

Security: corporate guarantee granted by an independent third party for securing the obligations of the Borrower under the Loan Agreement

On 20 September 2019, the Lender entered into the Loan Agreement with the Borrower in relation to the provision of the loan facility of HK\$50,000,000 which is available for drawdown subject to terms of the Loan Agreement and shall be repaid in one year from the date of the Loan Agreement when the Loan amount and the accrued interest are due to be repaid in full by the Borrower to the Lender.

The drawdown of the loan facility is subject to, inter alia, the satisfaction of credit assessment of the Borrower by the Lender. The Borrower is required to provide the Lender with security as requested by the Lender.

The loan and accrued interest have been fully repaid by the Borrower in January 2020.

## **INFORMATION OF THE BORROWER**

The Borrower is a merchant. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Borrower is an independent third party not connected with the Company or connected persons of the Company.

## **REASONS FOR ENTERING INTO THE LOAN AGREEMENT**

The principal activities of the Company and its subsidiaries are (i) provision of QR codes on product packaging and solutions and advertising display services; (ii) the manufacture and sale of packaging products; and (iii) investments and trading in securities and money lending. 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 business of money lending services.

The granting of the Loan to the Borrower pursuant to the Loan Agreement is in the ordinary course of business of the Group and on normal commercial terms. The terms of the Loan Agreement were negotiated on an arm's length basis between the Lender and the Borrower, and were on normal commercial terms based on the Group's credit policy.

The Directors consider and believe that the terms of the Loan Agreement and the entering into of the Loan Agreement are fair and reasonable, and in the interests of the Company and its shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

As the relevant percentage ratios (as defined under the Listing Rules) in respect of the provision of loan facility granted to the Borrower under the Loan Agreement exceed 5% but are under 25%, the transaction contemplated thereunder constitutes a discloseable transaction of the Company and is therefore subject to the announcement requirement but exempts from Shareholders' approval requirement under the Listing Rules.

## **DISCLOSURE PURSUANT TO RULE 14.34 OF THE LISTING RULES**

The Company understands that it should have informed the Stock Exchange and published an announcement as soon as possible in accordance with Rule 14.34 of the Listing Rules as and when the obligation arises. The Company regrets its delay in compliance with the Listing Rules but the Company would like to stress that the delay in compliance of the Listing Rules was inadvertent and unintentional. To prevent the re-occurrence of similar incidents in the future, the Company plans to take the following measures:

- the Company shall enhance the training to the Directors, the management and responsible finance staff on the compliance requirements of discloseable transactions and to emphasise the importance of compliance with the Listing Rules;
- the Company shall assign a designated finance manager to report those transactions which may constitute potential discloseable transactions to the Board for assessment of the disclosure obligations prior to the entering into of those transactions; and
- the Company shall seek advices from professional advisers as to the appropriate disclosure required under the Listing Rules from time to time.

The Company takes this opportunity to emphasise that the Group shall continue to enhance its internal control management and strictly control regarding compliance and risk control matters of its businesses, thereby avoiding the re-occurrence of similar incidents. Going forward, the Group will continue to make appropriate disclosure in a timely manner to ensure compliance with the Listing Rules.

## **DEFINITIONS**

Unless the context requires otherwise, the use of capitalized terms in this announcement shall have the following meanings:

“Board”	the board of Directors
“Borrower or Customer A”	Kitchell Osman Bin, the borrower being an individual and an independent third party
“Company”	China Touyun Tech Group Limited
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Lender”	Era Bright Limited, a company incorporated in Hong Kong with limited liability with money lenders licence registered under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), and is an indirect non-wholly owned subsidiary of the Company

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the secured loan with principal amount of HK\$50,000,000 granted by the Lender to Customer A pursuant to the Loan Agreement
“Loan Agreement”	the loan agreement dated 20 September 2019 entered into between the Lender and Customer A in respect of the Loan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Shareholders”	holders of the ordinary shares of HK\$0.04 each in the issued share capital of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

By order of the Board  
**China Touyun Tech Group Limited**  
**Lo Yuen Wa Peter**  
*Executive Director*

Hong Kong, 29 April 2020

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

*Executive Directors*

Mr. Wang Liang (*Chairman*)  
Mr. Du Dong  
Mr. Lo Yuen Wa Peter

*Non-executive Directors*

Mr. Chen Hui  
Ms. Tian Yuze

*Independent non-executive Directors*

Mr. Cheung Wing Ping  
Mr. Ha Kee Choy Eugene  
Mr. To Shing Chuen