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Goldpac Group Limited

金邦達寶嘉控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3315)

DISCLOSEABLE TRANSACTION — ACQUISITION OF PROPERTY

The Board wishes to announce that on 3 November 2016, the Purchaser, a direct wholly-owned subsidiary of the Company, entered into the Provisional Agreement with the Vendor to acquire the Property at a consideration of HK\$178,000,000. It is expected that the Acquisition will complete on or before 18 January 2017.

As one of the applicable percentage ratios (within the meaning of the Listing Rules) in respect of the Acquisition is above 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DISCLOSEABLE TRANSACTION

The board (the “**Board**”) of directors (the “**Directors**”) of Goldpac Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that on 3 November 2016, Goldpac Investment Limited (the “**Purchaser**”), a direct wholly-owned subsidiary of the Company incorporated in Hong Kong, entered into a provisional agreement for sale and purchase (the “**Provisional Agreement**”) with Junefield (Beijing HongKong) Development Company Limited, an independent third party (the “**Vendor**”) to acquire the 13th floor of Bank of East Asia Harbour View Centre on No.56 Gloucester Road, Hong Kong (the “**Property**”) at a consideration of HK\$178,000,000 (the “**Acquisition**”). The principal terms of the Provisional Agreement are set out below.

Provisional Agreement

Date : 3 November 2016

Parties : The Vendor, as vendor
The Purchaser, as purchaser

Subject matter : The Property

Consideration : HK\$178,000,000

Property Purchase Price

The consideration payable by the Purchaser (“**Property Purchase Price**”) under the Provisional Agreement was determined after arm’s length negotiations between the Vendor and the Purchaser on normal commercial terms with reference to the market value of similar properties in similar locations. No formal valuation has been conducted in respect of the Property at the time of entering into of the Provisional Agreement.

The Property Purchase Price is to be satisfied by the Purchaser in the following manner:

- (1) HK\$8,500,000 was paid to the Vendor upon signing of the Provisional Agreement as deposit;
- (2) HK\$9,300,000 is to be paid on or before 16 November 2016 as further deposit; and
- (3) the remaining balance of HK\$160,200,000 to be paid upon completion of the Acquisition, which is expected to take place on or before 18 January 2017.

It is expected that the Property Purchase Price will be financed by way of internal resources of the Company and/or mortgage from a bank.

It is estimated that the total cost of the Property together with transaction costs such as stamp duty and property agent commission will be approximately HK\$194,910,000.

Formal Agreement

A formal sale and purchase agreement (the “**Formal Agreement**”) in relation to the Acquisition is expected to be signed by the Vendor and the Purchaser on or before 16 November 2016.

Completion

Completion of the Acquisition shall take place on or before 18 January 2017.

INFORMATION ON THE VENDOR

The Vendor is a company incorporated in Hong Kong with limited liability and its principal activity is investment holding.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Vendor and its beneficial owner(s) are third parties independent of the Company and connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company.

INFORMATION ON THE GROUP

The Company is an investment holding company. The Group is principally engaged in development, marketing, sale and distribution of payment system platform, embedded software & solutions, personalisation service and multi-application terminals. The Purchaser, a direct wholly-owned subsidiary of the Company, is principally engaged in investment holding.

REASONS FOR THE ACQUISITION

The Company will lease out the Property upon completion of the Acquisition. In the future, the Company intends to use half of the Property as its headquarters and lease out the other half of the Property. The Board considers that the Acquisition will achieve rental saving and a stable and reasonable rental return. The Board also considers that the Property is located at a prime location in Hong Kong and will offer a potential capital appreciation to the Group.

Having considered that the Provisional Agreement was entered into on normal commercial terms with the Property Purchase Price being determined with reference to the market value of similar properties in similar locations, the Directors (including the independent non-executive Directors) are of the view that the terms of the Provisional Agreement are fair and reasonable and in the interests of the shareholders of the Company and the Company as a whole.

LISTING RULE IMPLICATIONS

As one of the applicable percentage ratios (within the meaning of the Listing Rules) in respect of the Acquisition is above 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

By Order of the Board
Goldpac Group Limited
Mr. LU Run Ting
Chairman and Executive Director

Hong Kong, 3 November 2016

As at the date of this announcement, the executive Directors of the Company are Mr. Lu Run Ting, Mr. Hou Ping, Mr. Lu Runyi and Mr. Lu Xiaozhong; the non-executive Directors of the Company are Mr. Christophe Jacques Pagezy and Mr. Ting Tao I; and the independent non-executive Directors of the Company are Mr. Mak Wing Sum Alvin, Mr. Zhu Lijun and Mr. Liu John Jianhua.