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Trillion Grand Corporate Company Limited

萬泰企業股份有限公司

(Formerly known as Tai Shing International (Holdings) Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8103)

DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE

PROVISION OF FINANCIAL ASSISTANCE

The Board is pleased to announce that on 29 August 2016 (after trading hours), the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower. Pursuant to the Loan Agreement, the Lender has agreed to grant the Loan Facility to the Borrower with a principal amount of HK\$4,000,000, bearing interest at a rate of 1% per month for a term of twelve months from the first drawdown under the Loan Facility.

GEM LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the grant of the Loan Facility exceeds 5% but all the percentage ratios are less than 25%, the grant of the Loan Facility constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

As the amount of the financial assistance granted to the Borrower does not exceed 8% under the assets ratio as defined under Rule 17.15 of the GEM Listing Rules, the grant of the Loan Facility is not subject to the general disclosure obligations under Rule 17.17 of the GEM Listing Rules.

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The principal terms of the Loan Agreement are summarised as follows:

THE LOAN AGREEMENT

- Date : 29 August 2016 (after trading hours)
- Lender : AI Finance Limited, an indirect wholly-owned subsidiary of the Company and a licensed money lender in Hong Kong under the Money Lenders Ordinance
- Borrower : A company which, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Borrower and its ultimate beneficial owner(s) are Independent Third Parties.
- Security : (1) The Loan Facility is guaranteed by the Guarantor, where the Guarantor guarantees to the Lender, as a continuing obligation, the due and punctual payment and performance of the Borrower's payment obligation under the Loan Agreement and the due and punctual performance and observance by the Borrower of all of its other obligations contained in the Loan Agreement; (2) the Loan Facility is secured by a share charge over the entire issued shares of the Borrower.
- Principal : HK\$4,000,000 (drawdown in whole but not in part)
- Term (Final repayment date) : Twelve months from the first drawdown under the Loan Facility
- Interest : Fixed rate of 1% per month on the principal amount of the Loan Facility. The Borrower shall pay accrued interest on the Loan Facility in arrears on the last date of the term
- Repayment : Upon expiration of the term, the Borrower must fully repay to the Lender the principal amount of the Loan Facility together with all interests as accrued thereof

FUNDING OF THE LOAN FACILITY

The Group will finance the Loan Facility with its internal resources.

INFORMATION OF THE BORROWER

The Borrower is a company incorporated in Hong Kong with limited liability and the principal activity of which is engaged in their own brands “HEROCROSS”, which is manufacturing their own design with licensed collectible toys. As at the date of this announcement, the Guarantor is the director of the Borrower. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, as at the date of this announcement, each of the Borrower and the Guarantor is an Independent Third Party and not connected with the Company.

INFORMATION OF THE GROUP AND THE LENDER

The Group engages in system development, professional services, proprietary trading business and money lending business.

The Lender is an indirect wholly-owned subsidiary of the Company and is licensed to conduct money lending business in Hong Kong through the provision of unsecured and secured loans to customers under the provisions of the Money Lenders Ordinance.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE FINANCIAL ASSISTANCE

The terms of the Loan Agreement were negotiated on an arm’s length basis between the Lender and the Borrower. The Directors consider that the granting of the Loan Facility is a financial assistance provided by the Company within the meaning of the GEM Listing Rules. Taking into account the cash inflow and revenue to be generated from the expected interest income in connection with the Loan Facility, the Directors are of the view that the terms of the Loan Agreement were entered into on normal commercial terms based on the Group’s credit policy and is in the ordinary and usual course of business of the Group which are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

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As the amount of the financial assistance granted to the Borrower does not exceed 8% under the assets ratio as defined under Rule 17.15 of the GEM Listing Rules, the grant of the Loan Facility is not subject to the general disclosure obligations under Rule 17.17 of the GEM Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“Borrower”	an individual, who is an Independent Third Party
“Company”	Trillion Grand Corporate Company Limited (萬泰企業股份有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Guarantor”	an individual, who is the director of the Borrower and is an Independent Third Party
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) who is/are independent of, and not connected with, the Company and its connected persons (as defined in the GEM Listing Rules)
“Lender”	AI Finance Limited, an indirect whollyowned subsidiary of the Company, being the lender under the Loan Agreement
“Loan Agreement”	the loan agreement dated 29 August 2016 entered into between the Lender and the Borrower in respect of the Loan Facility

“Loan Facility”	a term loan facility of HK\$4,000,000 provided by the Lender to the Borrower pursuant to the terms of the Loan Agreement
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.001 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board
Trillion Grand Corporate Company Limited
Lau Kelly
Executive Director

Hong Kong, 29 August 2016

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

Executive Directors:

Mr. Lau Kelly (*Chief Executive Officer*)
Mr. Leung Chung Nam
Mr. Tam Kwok Leung

Non-executive Director:

Ms. Jim Ka Man

Independent non-executive Directors:

Dr. Wan Ho Yuen, Terence
Ms. Yeung Mo Sheung, Ann
Mr. Hau Chi Kit

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its posting and on the website of the Company at <http://www.trilliongrand.com>.