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*(incorporated in Cayman Islands with limited liability)*  
**(Stock code: 8331)**

**DISCLOSEABLE TRANSACTION:  
RENEWAL OF FINANCIAL GUARANTEE**

**RENEWAL OF FINANCIAL GUARANTEE**

Reference is made to the announcements of the Company dated 30 July 2018, 29 July 2019 and 24 July 2020 in relation to the provision of financial guarantee services by the Company via the Wuhu Subsidiary to the Borrower.

On 28 July 2021 (after trading hours), the Wuhu Subsidiary entered into the Renewal Agreement to renew the 2020 Agreement, pursuant to which, the Wuhu Subsidiary has agreed to provide financial guarantee to the Borrower by means of pledging its deposit in the sum of RMB20 million for procuring the Borrower to obtain the loan of RMB19 million provided by the lending bank. In return, the Wuhu Subsidiary shall receive a guarantee fee of 6% of the amount of deposit pledged by the Wuhu Subsidiary.

**GEM LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules in respect of the Guarantee is more than 5% but less than 25%, the Guarantee constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

On 28 July 2021 (after trading hours), the Wuhu Subsidiary entered into the Renewal Agreement to renew the 2020 Agreement, pursuant to which the Wuhu Subsidiary has agreed to provide financial guarantee to the Borrower by means of pledging its deposit in the sum of RMB20 million for procuring the Borrower to obtain the loan of RMB19 million provided by the lending bank. Salient terms of the Renewal Agreement are as follows:

## **THE RENEWAL AGREEMENT**

**Date:** 28 July 2021

**Parties:**

- (1) Wuhu Feishang Non-metal Material Co., Limited\* (蕪湖飛尚非金屬材料有限公司), a wholly-owned subsidiary of the Company; and
- (2) Wuhu Haiyuan Copper Industrial Co., Ltd.\* (蕪湖海源銅業有限公司) as the Borrower

To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Borrower is a company established in the PRC in 1996 with a registered capital of RMB32 million principally engaged in manufacture and subcontracting of nonferrous metals in the PRC and its main products are copper rod, copper busbar, high frequency resistance welding copper wire and other copper materials. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Borrower and its ultimate beneficial owner, namely, Zhou Tianliang are Independent Third Parties.

### **Subject matter**

Pursuant to the terms of the Renewal Agreement, the Company has agreed to provide financial guarantee to the Borrower for procuring it to obtain the loan provided by the lending bank in the PRC with principal amount of RMB19 million (equivalent to approximately HK\$22.8 million) by means of entering into a guarantee contract for the pledge of its deposit in the sum of RMB20 million (equivalent to approximately HK\$24 million) with the lending bank, which is an Independent Third Party.

### **Terms of the Guarantee**

The Guarantee shall be for a term of one year commencing from 29 July 2021 to 29 July 2022 (subject to the terms of the guarantee contract to be entered into between the Wuhu Subsidiary and the lending bank upon expiry of the existing guarantee contract). The Wuhu Subsidiary shall charge the Borrower an annual guarantee fee of 6% of the amount of deposit pledged by the Wuhu Subsidiary (i.e. RMB20 million) payable annually in arrears.

## **Security**

The Borrower shall provide security of its main products comprising electrolytic copper, copper rod and copper busbar with market value of not less than RMB20 million during the term of the Guarantee. In the event that the market value of the security falls below RMB20 million at any time during the term of the Guarantee, the Borrower shall provide additional security to meet the shortfall upon request by the Wuhu Subsidiary.

## **REASONS FOR AND BENEFITS OF THE RENEWAL AGREEMENT**

The Company is an investment holding company and its subsidiaries are principally engaged in bentonite mining, production and sales of drilling mud and pelletising clay, and provision of financial services.

As disclosed in the annual report of the Company for the year ended 31 December 2020, the outbreak of COVID-19 and its escalation on a global scale triggered unprecedented disruptions in business operations and to the economy. The bentonite industry and the Group's mining operations were negatively affected, resulting in a decrease in sales revenue from the Group's bentonite mining business. Investment sentiment in the energy industry and infrastructure construction remains weak. During 2020, the Group identified new opportunities to broaden its business portfolio and income stream by acquiring a licensed insurance broker company and a licensed money lender company in Hong Kong to carry out financial services business. The provision of Guarantee by the Wuhu Subsidiary marked the Group's first step into the financial services business.

The Board considers that the provision of Guarantee in favour of the Borrower will better utilise the Group's cash with reasonable return (i.e. the guarantee fee from the Borrower together with the normal bank deposit interest income). As at the date of this announcement, the annual guarantee fee under the 2020 Agreement in the amount of RMB1.2 million has been duly received by the Group.

Before entering into the Renewal Agreement, the Group has re-assessed the latest financial conditions of the Borrower in that the Borrower recorded a net profit after tax of approximately RMB2.5 million for the year ended 31 December 2020 and a net asset value of about RMB107.3 million as at 30 June 2021. Timely payments of the annual guarantee fee under the 2020 Agreement were made by the Borrower to the Group according to the prescribed payment schedule and there was no default on the part of the Borrower with the lending bank. Further, the debt ratio of the Borrower is not high and its inventory liquidity is considerably strong. With the security provided by the Borrower, being the main products of the Borrower, the Directors consider that its financial exposure has been secured.

As the Company has a decent understanding of the background of the Borrower and has established a good track record with the Borrower by now, the Directors are of the view that the renewal of the provision of the Guarantee with the Borrower would continue to provide an efficient and cost-effective way to utilise the Group's cash to secure reasonable return for the Company and its Shareholders as a whole.

In view of the foregoing and the satisfactory credit status and short-term solvency of the Borrower, the Board considers that the guarantee fee from the Borrower together with the normal bank deposit interest income under the Renewal Agreement could generate a stable source of revenue for the Group. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the use of the renewed loan by the Borrower with the lending bank is for working capital purpose.

The Directors consider that the terms and conditions of the Renewal Agreement are fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules in respect of the Guarantee is more than 5% but less than 25%, the Guarantee constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“2018 Agreement”	the back-to-back guarantee agreement dated 30 July 2018 and entered into between the Wuhu Subsidiary and the Borrower, details of which were set out in the announcement of the Company dated 30 July 2018
“2019 Agreement”	the back-to-back guarantee agreement dated 29 July 2019 and entered into between the Wuhu Subsidiary and the Borrower to renew the 2018 Agreement, details of which were set out in the announcement of the Company dated 29 July 2019
“2020 Agreement”	the back-to-back guarantee agreement dated 24 July 2020 and entered into between the Wuhu Subsidiary and the Borrower to renew the 2019 Agreement, details of which were set out in the announcement of the Company dated 24 July 2020
“Board”	the board of Directors
“Borrower”	Wuhu Haiyuan Copper Industrial Co., Ltd.* (蕪湖海源銅業有限責任公司), a company established in the PRC and an Independent Third Party

“Company”	P.B. Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8331)
“connected person(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Guarantee”	the financial guarantee to the Borrower for procuring it to obtain the loan provided by the lending bank with principal amount of RMB19 million (equivalent to approximately HK\$22.8 million) by means of the Wuhu Subsidiary entering into a guarantee contract for the pledge of its deposit in the sum of RMB20 million (equivalent to approximately HK\$24 million) with the lending bank
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third party(ies) independent of the Company and its connected persons
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Renewal Agreement”	the back-to-back guarantee agreement dated 28 July 2021 and entered into between the Wuhu Subsidiary and the Borrower in relation to the Guarantee
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Wuhu Subsidiary”	Wuhu Feishang Non-metal Material Co., Limited* (蕪湖飛尚非金屬材料有限公司), a wholly-owned subsidiary of the Company established in the PRC
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

\* *the English names are not official names but are provided for identification purpose only*

*In this announcement, amounts in RMB are translated into HK\$ on the basis of RMB1 = HK\$1.20 for illustration purpose only.*

By Order of the Board  
**P.B. Group Limited**  
**Chik Wai Chun**  
*Company Secretary*

Hong Kong, 28 July 2021

*As at the date of this announcement, the Board comprises (i) four executive Directors, namely Dr. CHAN Man Fung (Co-chairman), Mr. PUI Wai Lun (Co-chairman), Mr. SU Chun Xiang and Mr. PANG Ho Yin; and (ii) three independent non-executive Directors, namely Mr. YIP Chong Ho Eric, Mr. CHOW Chi Hang Tony and Mr. ZHANG Kun.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited 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 “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the day of its publication. This announcement will also be published on the Company’s website at [www.thepbg.com](http://www.thepbg.com).*