

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Hong Kong Johnson Holdings Co., Ltd.

香港莊臣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1955)

VOLUNTARY ANNOUNCEMENT LOAN FACILITY FROM A CONTROLLING SHAREHOLDER

This announcement is made by Hong Kong Johnson Holdings Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

LOAN AGREEMENT

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that, on 28 April 2021, the Group, through its indirectly wholly-owned subsidiary, Johnson Cleaning Services Company Limited (莊臣有限公司) as the borrower (the “**Borrower**”), entered into a loan agreement (the “**Loan Agreement**”) with Hong Kong Huafa Investment Holdings Limited (香港華發投資控股有限公司), a controlling shareholder of the Company, as the lender (the “**Lender**”). Pursuant to the Loan Agreement, the Lender agreed to provide to the Borrower an unsecured commercial loan facility with a principal amount of up to HK\$500,000,000 or its equivalent in other currency (the “**Commercial Loan Facility**”) which is available within a period of 2 years from the date of the Loan Agreement, or until such later date as agreed by the parties.

The principal terms of the Loan Agreement are set out as follows:

Date	28 April 2021
Commercial Loan Facility	An unsecured commercial loan facility of up to HK\$500,000,000 or its equivalent in other currency
Availability period	the Commercial Loan Facility can be drawn down (in whole or in part) at any time within a period of 2 years from the date of the Loan Agreement, or until such later date as agreed by the parties, subject to and upon the terms and conditions of the Loan Agreement
Interest	4% per annum payable on the repayment date of each drawdown
Repayment	repayment date of each drawdown shall not exceed 180 days from the date of drawdown. Any repaid principal amounts of the Commercial Loan Facility are available for re-drawing during the availability period
Guarantor	the Company

As at the date of this announcement, no drawdown has been made under the Commercial Loan Facility.

GUARANTEE

In consideration of the provision of the Commercial Loan Facility by the Lender, the Company entered into a deed of guarantee (the “**Deed of Guarantee**”) on 28 April 2021 and agreed to provide irrevocable guarantee in favour of the Lender to guarantee the performance of the Borrower’s obligations under the Loan Agreement up to a guaranteed sum of HK\$540,000,000 or equivalent amount (being the sum of the maximum principal amount and interest payable under the Commercial Loan Facility).

INFORMATION ABOUT THE LENDER

As at the date of the Loan Agreement and the Deed of Guarantee, the Lender is a controlling shareholder of the Company, directly and indirectly, interested in 44.25% of the issued share capital of the Company and is therefore a connected person of the Company. Accordingly, the transaction contemplated under the Loan Agreement constitutes a connected transaction of the Company under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

As the Commercial Loan Facility is conducted on normal commercial terms or better and is not secured by the assets of the Group, the transaction contemplated under the Loan Agreement is fully exempted from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules pursuant to Rule 14A.90 of the Listing Rules.

REASONS FOR AND BENEFITS OF ENTERING INTO THE LOAN AGREEMENT

The Directors believe that the Commercial Loan Facility will enhance the Group's financial flexibility and provide capital to the Group to meet working capital requirements, to finance the purchase of specialised vehicles for providing environmental hygiene services, and to finance suitable business development opportunities if and when they arise, and is therefore beneficial to the Group.

By order of the Board
Hong Kong Johnson Holdings Co., Ltd.
XU Jili
Chairman

Hong Kong, 28 April 2021

As at the date of this announcement, the executive directors of the Company are Mr. CHEUNG Kam Chiu (Co-chief executive officer) and Mr. SZETO Wing Tak (Co-chief executive officer); the non-executive directors of the Company are Ms. XU Jili (Chairman), Ms. LI Yanmei, Mr. XIE Hui, Mr. YE Ning, Ms. LEE Wing Yee Loretta, Ms. WONG Ling Fong Lisa and Mr. ZHOU Wenjie; and the independent non-executive directors of the Company are Mr. FAN Chiu Tat Martin, Dr. GUAN Yuyan, Mr. HONG Kam Le, Mr. LEUNG Siu Hong and Ms. RU Tingting.