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Feishang Non-metal Materials Technology Limited

飛尚非金屬材料科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8331)

**DISCLOSEABLE TRANSACTION:
PROVISION OF FINANCIAL GUARANTEE SERVICE**

THE GUARANTEE

On 30 July 2018 (after trading hours), Feishang Material entered into the Back-to-back Guarantee Agreement, pursuant to which Feishang Material 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 RMB18 million provided by the lending bank. In return, Feishang Material shall receive a guarantee fee of 6% of the amount of deposit pledged by Feishang Material.

GEM LISTING RULES IMPLICATION

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 30 July 2018 (after trading hours), Feishang Material entered into the Back-to-back Guarantee Agreement, pursuant to which Feishang Material 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 RMB18 million provided by the lending bank. Salient terms of the Back-to-back Guarantee Agreement are as follows:

THE BACK-TO-BACK GUARANTEE AGREEMENT

Date: 30 July 2018

Parties: (1) Feishang Material, a wholly-owned subsidiary of the Company;
and
(2) Wuhu Haiyuan Copper Industrial Co., Ltd.* (蕪湖市海源銅業有限公司) 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. The Borrower is principally engaged in manufacture and subcontracting of non-ferrous metals in the PRC and its main products are copper rod, copper busbar, high frequency resistance welding copper wire and other copper materials. The Borrower and its ultimate beneficial owner(s) are Independent Third Parties.

Subject matter

Pursuant to the terms of the Back-to-back Guarantee 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 RMB18 million (equivalent to approximately HK\$20.7 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\$23 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 30 July 2018 to 27 July 2019. Feishang Material shall charge the Borrower an annual guarantee fee of 6% of the amount of deposit pledged by Feishang Material (i.e. RMB20 million) payable quarterly 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 at any time during the term of the Guarantee is less than RMB20 million, the Borrower shall provide additional security to meet the shortfall upon request by Feishang Material.

REASONS FOR AND BENEFITS OF THE BACK-TO-BACK GUARANTEE 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.

The Board considers that the Group has surplus cash in excess of its working capital needs. The provision of Guarantee in favour of the Borrower will better utilize the Group's surplus cash with reasonable return (i.e. the guarantee fee from the Borrower together with the normal bank deposit interest income). The Group has assessed the financial conditions of the Borrower in that the Borrower recorded a total revenue of RMB165.5 million and a net asset value of about RMB98 million in 2017. With the security provided by the Borrower, being the main products of the Borrower, the Directors consider that its financial exposure has been secured. The Directors consider that the terms and conditions of the Back-to-back Guarantee 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 IMPLICATION

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DEFINITIONS

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

“Back-to-back Guarantee Agreement”	the back-to-back guarantee agreement dated 30 July 2018 and entered into between Feishang Material and the Borrower in relation to the Guarantee
“Board”	the board of Directors
“Borrower”	Wuhu Haiyuan Copper Industrial Co., Ltd.* (蕪湖市海源銅業有限責任公司), a company established in the PRC and an Independent Third Party
“Company”	Feishang Non-metal Materials Technology 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
“Feishang Material”	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
“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 Wuhu Haiyuan Copper Industrial Co., Ltd.* (蕪湖市海源銅業有限責任公司) for procuring it to obtain the loan provided by the lending bank with principal amount of RMB18 million (equivalent to approximately HK\$20.7 million) by means of Feishang Material entering into a guarantee contract for the pledge of its deposit in the sum of RMB20 million (equivalent to approximately HK\$23 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
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

* *the English name is not an official name but is provided for identification purpose only.*

In this announcement, amounts in RMB are translated into HK\$ on the basis of RMB1 = HK\$1.15 for illustration purpose only.

By Order of the Board
Feishang Non-metal Materials Technology Limited
SU Chun Xiang
Executive Director

Hong Kong, 30 July 2018

As at the date of this announcement, the Board comprises (i) one executive Director, namely Mr. SU Chun Xiang; and (ii) three independent non-executive Directors, namely Mr. KO Yat Fei, Mr. CHOW Chi Hang Tony and Ms. SHAO Yu.

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 “Latest Company Announcements” page of the GEM website at 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.fsnmmaterials.com.