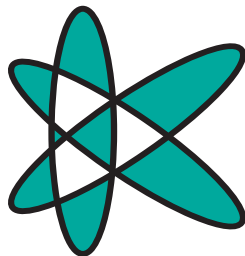


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance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



Okura Holdings Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01655)

DISCLOSEABLE TRANSACTION FURTHER AMENDMENTS TO THE TERMS AND CONDITIONS OF THE SUBSCRIPTION OF BONDS

Reference is made to the announcements (the “**Announcements**”) of Okura Holdings Limited (the “**Company**”) dated 26 July 2018 and 25 January 2019 in relation to the subscription of two series of Bonds pursuant to the Bond Agreements and the amendments to certain bonds and conditions of the 2nd Series Bond Agreement pursuant to the Amendment Agreement. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

On 24 January 2020, the Company as the subscriber, Sinwa as the issuer, and the Guarantor entered into an agreement (the “**Second Amendment Agreement**”) to further amend certain terms and conditions of the 2nd Series Bond Agreement.

As one or more of the applicable percentage ratios in respect of the Second Amendment Agreement exceed 5% but are all below 25%, the entering into of the Second Amendment Agreement constitutes disclosable transaction of the Company under Chapter 14 of the Listing Rules.

FURTHER AMENDMENTS TO THE 2ND SERIES BOND AGREEMENT

The Board is pleased to announce that the Company, Sinwa and the Guarantor entered into the Second Amendment Agreement on 24 January 2020, pursuant to which certain terms and conditions of the 2nd Series Bond Agreement were further amended as follows:

- (i) the maturity/redemption date shall be further extended from 31 January 2020 to 31 January 2021, provided that (i) interest accrued from the day following the 1st Interest Payment Date to 31 January 2020 shall be payable on or before 31 January 2020 (the “**2nd Interest Payment Date**”), and (ii) interest accrued from the day following the 2nd Interest Payment Date to 31 January 2021 shall be payable on or before 31 January 2021; and
- (ii) the interest rate for the period from the day following the 2nd Interest Payment Date to 31 January 2021 shall be increased to 4.00% per annum.

Save for the amendments above, all other principal terms and conditions of the 2nd series of the Bonds as disclosed in the Announcements remain unchanged.

REASONS FOR THE FURTHER AMENDMENTS

As mentioned in the Announcements, the Company expects that the subscription of the Bonds will allow the Group to capture foreign exchange gains and to earn a higher yield. Taking into account the additional amount of interest to be received by the Group pursuant to the extension of the maturity date and the increase in interest rate, together with the satisfactory financial standing of Sinwa, the Directors consider the further amendments to the 2nd Series Bond Agreement pursuant to the Second Amendment Agreement will help extend the Company’s investment, which is generating a stable source of cash flow and income, and are beneficial to the Group’s financial position. The Directors also considered that the terms of the Second Amendment Agreement are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Second Amendment Agreement exceed 5% but are all below 25%, the entering into of the Second Amendment Agreement constitutes disclosable transaction of the Company under Chapter 14 of the Listing Rules.

INFORMATION ON SINWA

Sinwa is a company incorporated under the laws of Japan and headquartered in Fukuoka, Japan, engaging in the business of commercial and consumer finance. To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, Sinwa and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

INFORMATION ON THE GUARANTOR

The Guarantor is a company incorporated under the laws of Japan and headquartered in Tokyo, Japan, principally engaged in investment and financial advisory businesses in Japan. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Guarantor and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

INFORMATION ON THE GROUP

The Group is principally engaged in the business of operating pachinko halls in Japan. The Group is currently operating 17 pachinko halls in the Kyushu, Kanto, Kansai and Chugoku regions in Japan.

For and on behalf of the Board

Okura Holdings Limited

Katsuya YAMAMOTO

*Chief Executive Officer, Executive Director and
Chairman of the Board*

Hong Kong, 24 January 2020

As at the date of this announcement, the Board comprises seven Directors, of which (i) four are executive Directors, namely Mr. Katsuya YAMAMOTO, Mr. Fumihide HAMADA, Mr. Yutaka KAGAWA and Mr. Toshiro OE; and (ii) three are independent non-executive Directors, namely Mr. Mitsuru ISHII, Mr. Yuji MATSUZAKI and Mr. Kazuyuki YOSHIDA.