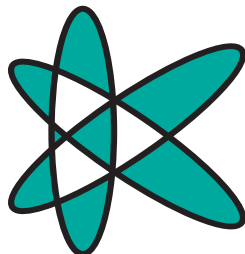


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance 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 EXTENSION OF THE MATURITY/REDEMPTION DATE OF THE 2ND SERIES BONDS

On 25 January 2021, the Company (as the subscriber), Sinwa (as the issuer), and the Guarantor (as guarantor) entered into the Third Amendment Agreement (defined below) to, among other things, further extend the maturity/redemption date of the 2nd Series Bonds (defined below) (having a principal amount and face value of JPY500 million) from 31 January 2021 to 31 January 2022.

As one or more of the applicable percentage ratios in respect of the aforesaid extension of the maturity/redemption date of the 2nd Series Bonds contemplated under the Third Amendment Agreement exceed 5% but are all below 25%, the entering into of the Third Amendment Agreement, constitutes a disclosable transaction of the Company under Chapter 14 of the Listing Rules.

Reference is made to (i) the announcement (the “**Initial Announcement**”) of Okura Holdings Limited (the “**Company**”) dated 26 July 2018 in relation to the subscription of two series of Bonds having an aggregate face value of JPY1,000 million pursuant to the Bond Agreements, and (ii) the subsequent announcements of the Company dated 25 January 2019 and 24 January 2020 (the “**Subsequent Announcements**”, together with the Initial Announcement, the “**Announcements**”) in relation to, among other things, the extension of the maturity/redemption date of those Bonds subscribed by the Company under the 2nd Series Bond Agreement (the “**2nd Series Bonds**”) in accordance with the

terms of the Amendment Agreement and the Second Amendment Agreement. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

FURTHER EXTENSION OF THE MATURITY/REDEMPTION DATE OF THE 2ND SERIES BONDS

The Board is pleased to announce that on 25 January 2021, the Company (as the subscriber), Sinwa (as the issuer), and the Guarantor (as guarantor) entered into a third amendment agreement to the 2nd Series Bonds Agreement (the “**Third Amendment Agreement**”) to, among other things, further extend the maturity/redemption date of the 2nd Series Bonds from 31 January 2021 to 31 January 2022, on the condition that (i) the interest accrued from the day following the 2nd Interest Payment Date (being 31 January 2020) to 31 January 2021 shall be payable to the Company on or before 31 January 2021 (the “**3rd Interest Payment Date**”), and (ii) the interest accrued from the day following the 3rd Interest Payment Date to 31 January 2022 shall be payable on or before 31 January 2022 (the “**4th Interest Payment Date**”).

The terms of the Third Amendment Agreement were determined by the parties after arm’s length negotiations and are on normal commercial terms. Save for the amendments above, all other principal terms and conditions of the 2nd Series Bonds as disclosed in the Announcements remain unchanged, and that:

- (a) the 2nd Series Bonds remain to be JPY denominated, unsecured and unlisted, transferrable only with the consent of the directors of Sinwa, and having a principal amount and face value of JPY500 million, as disclosed in the Initial Announcement; and
- (b) the interest rate for the period from the day following the 3rd Interest Payment Date to the 4th Interest Payment Date continues to be 4.00% per annum, as disclosed in the Subsequent Announcements.

The amount of interest expected to be received by the Company on or before each of the 3rd Interest Payment Date and the 4th Interest Payment Date is JPY20 million.

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. In light of the ongoing uncertainty in the pachinko industry, which has been worsened by the outbreak of the Coronavirus Disease 2019 (“**COVID-19**”) as disclosed in the Group’s annual report for the year ended 30 June 2020, the Directors consider the additional amount of interest to be received by the Group pursuant to the extension of the maturity date will continue to generate a stable source of cash flow and income, which are beneficial to the Group’s financial position, particularly when the Group’s pachinko business has been struggling to cope with the continuing disruption caused by

COVID-19. The Directors also considered that the terms of the Third 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 2nd Series Bond Agreement, as amended by the Third Amendment Agreement, exceed 5% but are all below 25%, the entering into of the 2nd Series Bond Agreement, as amended by the Third 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. Based on information provided by Sinwa to the Company, Sinwa is held as to 45% by CHANG Cheng Wen, and all other beneficial owners of Sinwa hold less than 30% of its issued shares. 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. Based on information provided by the Guarantor to the Company, the Guarantor is held as to 45% by CHANG Cheng Wen, and all other beneficial owners of the Guarantor hold less than 30% of its issued shares. 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, 25 January 2021

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.