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## **FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED**

### **匯財金融投資控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8018)**

## **DISCLOSEABLE TRANSACTION AND CONNECTED TRANSACTION – TENANCY AGREEMENT**

### **TENANCY AGREEMENT**

On 6 November 2020, after trading hours, iAsia, a wholly-owned subsidiary of the Company as tenant, and the Agent as agent for and on behalf of the Landlord, entered into the Tenancy Agreement in respect of the leasing of the Premises for a term of three years from 14 December 2020 to 13 December 2023.

### **GEM LISTING RULES IMPLICATIONS**

In accordance with HKFRS 16 “Leases”, the Company will be required to recognise the value of the right-of-use asset in connection with the lease of the Premises under the Tenancy Agreement in the Company’s consolidated statement of financial position. Accordingly, the transaction contemplated under the Tenancy Agreement will be regarded as an acquisition of assets by the Group for the purpose of the GEM Listing Rules.

As the relevant applicable percentage ratio(s) (as defined in the GEM Listing Rules) calculated based on the unaudited value of the right-of-use of the Premises under the Tenancy Agreement to be recognised by the Group according to HKFRS 16 (i.e. approximately HK\$9.7 million) exceed 5% but all applicable percentage ratios are less than 25%, the transaction contemplated under the Tenancy Agreement constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

Pursuant to the Tenancy Agreement, Mr. Chan (a director of iAsia and thus a connected person of the Company) is required to and has executed the Guarantee in favour of the Agent on 6 November 2020 to guarantee the performance and observation by iAsia of the terms and conditions of the Tenancy Agreement. The provision of such guarantee is regarded as a provision of financial assistance by Mr. Chan to the Group, which constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. Given that no security over the assets of the Group is granted to Mr. Chan in respect of the grant of financial assistance by him to guarantee the performance and observation by iAsia of the terms and conditions of the Tenancy Agreement and such grant of financial assistance is for the benefit of the Group on normal commercial terms (or better to the Group), such grant of financial assistance is fully exempted from the reporting, announcement and independent shareholders’ approval requirements of Chapter 20 of the GEM Listing Rules under Rule 20.88 of the GEM Listing Rules.

\* *For identification purposes only*

## TENANCY AGREEMENT

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The principal terms of the Tenancy Agreement are summarised as below:

Date:	6 November 2020
Parties:	(1) Kadoorie Estates Limited, an Independent Third Party (as agent for and on behalf of the Landlord)  (2) iAsia, a wholly-owned subsidiary of the Company (as tenant)
Premises:	No. 3 Kadoorie Avenue, Kowloon, Hong Kong
Term:	A term of three years, commencing from 14 December 2020 to 13 December 2023 (both days inclusive)
Rent:	HK\$305,000 per month (exclusive of management charges and rates), payable in advance on the first day of each month
Rent free period:	A rent free period of one month and fifteen days, which is split into two phases: (i) the period from 14 December 2020 to 13 January 2021; and (ii) the period from 14 December 2021 to 28 December 2021, during which iAsia shall be required to settle all of the rates, management charges and other outgoings payable by iAsia, except for the rent
Management charges:	HK\$12,000 per month (subject to annual review by the Landlord), payable in advance on the first day of each month
Deposit:	HK\$1,268,000, being four months' rent and management charges, payable upon the execution of the Tenancy Agreement

## INFORMATION OF THE GROUP, THE AGENT AND THE LANDLORD

The Group is principally engaged in the provision of financial trading software solutions, provision of other IT and internet financial platforms services, money lending business and assets investments in Hong Kong. One of the subsidiaries of the Company holds the license in respect of Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Agent, being the agent for and on behalf of the Landlord pursuant to the Tenancy Agreement, is a company incorporated in Hong Kong and is principally engaged in the management of commercial and residential properties owned by the Kadoorie Family in Hong Kong. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Landlord, which holds the Premises, is principally engaged in investment holding, and the Agent, the Landlord and their respective ultimate beneficial owners are Independent Third Parties.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE TENANCY AGREEMENT**

iAsia entered into the Tenancy Agreement to lease the Premises so as to provide accommodation to Mr. Chan (and his family), pursuant to the service contract entered into between iAsia and Mr. Chan. The rent, management charges and other outgoings payable by iAsia will be funded by internal resources of the Group.

The terms of the Tenancy Agreement were determined after arm's length negotiations between iAsia and the Agent, with reference to the prevailing market rent for properties of similar use, floor area and location. Therefore, the Directors (including the independent non-executive Directors) are of the view that the Tenancy Agreement was entered in the ordinary and usual course of business of the Group, and the terms of the Tenancy Agreement and the transaction contemplated thereunder are on normal commercial terms after arm's length negotiations, fair and reasonable and in the interests of the Company and its shareholders as a whole.

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As the relevant applicable percentage ratio(s) (as defined in the GEM Listing Rules) calculated based on the unaudited value of the right-of-use of the Premises under the Tenancy Agreement to be recognised by the Group according to HKFRS 16 (i.e. approximately HK\$9.7 million) exceed 5% but all applicable percentage ratios are less than 25%, the transaction contemplated under the Tenancy Agreement constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

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## **DEFINITIONS**

Unless the context otherwise requires, the following words and phrases used in this announcement have the following meanings:

"Agent"	Kadoorie Estates Limited, the agent for and on behalf of the Landlord pursuant to the Tenancy Agreement and a company incorporated in Hong Kong
"Board"	the board of Directors
"Company"	Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM

“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	GEM of The Stock Exchange of Hong Kong Limited
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Guarantee”	the deed of guarantee dated 6 November 2020 and executed by Mr. Chan in favour of the Agent, to guarantee the performance and observation by iAsia of the terms and conditions of the Tenancy Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“iAsia”	iAsia Online Systems Limited, a wholly-owned subsidiary of the Company and a company incorporated in the British Virgin Islands with limited liability
“Independent Third Party”	a party who is not a connected person of the Company and is independent of the Company and its connected persons
“Landlord”	New Mercury Holding Corporation, the registered owner of the Premises and a company incorporated in the British Virgin Islands with limited liability
“Mr. Chan”	Mr. Chan Sek Keung, Ringo, a director of iAsia
“Premises”	No. 3 Kadoorie Avenue, Kowloon, Hong Kong
“Tenancy Agreement”	the tenancy agreement dated 6 November 2020 and entered into between iAsia and the Agent (as agent for and on behalf of the Landlord) in respect of the leasing of the Premises
“%”	per cent

On behalf of the Board  
**Finsoft Financial Investment Holdings Limited**  
**Ms. Tin Yat Yu Carol**  
*Chairman*

Hong Kong, 6 November 2020

*As at the date of this announcement, the Board consists of Ms. Tin Yat Yu Carol being an executive Director and the chairman of the Board, Mr. Chan Wai Lung, Ms. Lam Ching Yee, Ms. Lin Ting and Ms. So Wai Yee Betty being the executive Directors, and Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Ms. Lo Wing Sze JP being the independent non-executive Directors.*

*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 website of the GEM at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven days from the date of its publication and on the website of the Company at [www.finsofthk.com](http://www.finsofthk.com).*