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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)**

## **CONTINUING CONNECTED TRANSACTIONS FRAMEWORK IT SERVICES AGREEMENT**

### **BACKGROUND**

The Board announces that on 17 December 2025, the Company entered into the Framework IT Services Agreement with AnTank, pursuant to which the AnTank Group agreed to provide the IT Services to the Group for a term commencing from 17 December 2025 to 31 December 2027. The Annual Caps for the transactions contemplated under the Framework IT Services Agreement for each of the three years ending 31 December 2025, 2026 and 2027 are HK\$1.6 million, HK\$19 million and HK\$20 million respectively.

### **GEM LISTING RULES IMPLICATIONS**

Taking into consideration that as at the date of the Framework IT Services Agreement, AnTank is a substantial shareholder of a subsidiary of the Company and is owned as to 70% by Mr. Liu (a director of a subsidiary of the Company), AnTank is a connected person of the Company at subsidiary level. Accordingly, the transactions contemplated under the Framework IT Services Agreement constitute continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Director has a material interest in the Framework IT Services Agreement and no Director is required to abstain from voting on the board resolutions in relation to the approval of the Framework IT Services Agreement and the Annual Caps.

Each of the applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules in respect of the highest Annual Caps is more than 5%. However, given that (i) AnTank is a connected person at the subsidiary level of the Company; (ii) the Board has approved the Framework IT Services Agreement; and (iii) the independent non-executive Directors have confirmed that the terms of the Framework IT Services Agreement are fair and reasonable, and the Framework IT Services Agreement is on normal commercial terms and in the interests of the Company and its shareholders as a whole, the transactions contemplated under the Framework IT Services Agreement are only subject to the announcement, reporting and annual review requirements under the GEM Listing Rules but are exempt from the circular, independent financial advice and shareholders' approval requirements pursuant to Rule 20.99 of the GEM Listing Rules.

\* for identification purpose only

The Board announces that on 17 December 2025, the Company entered into the Framework IT Services Agreement with AnTank, pursuant to which the AnTank Group agreed to provide the IT Services to the Group for a term commencing from 17 December 2025 to 31 December 2027.

## **THE FRAMEWORK IT SERVICES AGREEMENT**

The details of the Framework IT Services Agreement are set out below:

Date:	17 December 2025
Parties:	<ul style="list-style-type: none"><li>(i) the Company (for itself and as trustee for the benefit of its subsidiaries from time to time); and</li><li>(ii) AnTank (for itself and as trustee for the benefit of its subsidiaries from time to time)</li></ul>
Term:	From 17 December 2025 to 31 December 2027 (both days inclusive)
Subject matter:	The AnTank Group agreed to provide the IT Services to the Group.
Pricing policy:	<p>The pricing terms of the IT Services to be provided by the AnTank Group to the Group shall be determined in the ordinary and usual course of business and on normal commercial terms, and negotiated on arm's length basis and on terms similar or no less favourable to the Group than the terms offered by the Independent Third Parties to the Group for providing the same or similar services to the Group of the same period, and on the following principles:</p> <ul style="list-style-type: none"><li>(i) by reference to the prevailing market price of the same or substantially similar services available from Independent Third Parties to the Group of the same period, taking into account the fees of the same or substantially similar services with comparable nature and quality offered by Independent Third Parties; and</li><li>(ii) where no same or similar services are available from Independent Third Parties, by reference to the factors which may affect the service fees of the IT Services, such as the service fees of the IT Services offered by the AnTank Group to other third parties.</li></ul>
Payment terms:	The payment terms (including the mode and terms of payment and credit terms) shall be negotiated between the parties before signing the individual service agreement(s), provided that the payment terms shall be no less favourable to the Group than the terms offered by the independent third parties to the Group for providing the same or similar services to the Group of the same period.

Termination: The Framework IT Services Agreement shall terminate on 31 December 2027, subject to early termination by either party to the Framework IT Services Agreement by giving the other not less than three months' prior written notice to such effect.

### Historical transactions

There was no historical transaction of provision of the IT Services by the AnTank Group to the Group for the three years ended 31 December 2024 and the period from 1 January 2025 to the date of this announcement.

### Annual Caps and basis

For each of the three years ending 31 December 2025, 2026 and 2027, the total amount of the provision of the IT Services by the AnTank Group to the Group shall not exceed HK\$1.6 million, HK\$19 million and HK\$20 million respectively.

In arriving at the Annual Caps, the Company has taken into account the following factors:

- (i) the estimated transaction amount of the IT Services to be provided by the Group to its customers for the three years ending 31 December 2027, taking into account that:
  - (a) the customer ("**Relevant Customer**") of the Group which has awarded an IT services contract for a term of 5 years (commencing from 2025) to the Group of an estimated transaction amount of approximately HK\$18 million per year;
  - (b) the projected demand for the IT Services to be provided by the Group with reference to the contract with the Relevant Customer and the estimated demand from the Group's potential customers based on the Group's negotiations with them; and
  - (c) the estimated growth at the rate of 5% in the coming years having considered that there would be an increase in the demand for the Group's IT Services after the commencement of the provision of the IT Services to the Relevant Customer;
- (ii) the Group's projected demand for the IT Services to be provided by the AnTank Group for the Group's customers for the three years ending 31 December 2025, 2026 and 2027, by reference to the factors mentioned in (i) above and that the projected demand for the IT Services to be provided by the AnTank Group for determining the Annual Cap for the year ending 31 December 2025 does not in substance represent the estimated transaction amount of the IT Services to be provided by the AnTank Group to the Group for a full year given that, there has not been any transaction of provision of the IT Services by the AnTank Group to the Group up to the date of this announcement; and such Annual Cap is determined by reference to the transaction amount of the invoice issued by the Group to the Relevant Customer up to the date of this announcement and the purchase order estimated to be placed by the Relevant Customer in December 2025. As a result, the Group anticipates that there will be a relatively higher growth in the transaction amount of the IT Services to be provided by the AnTank Group to the Group for the year ending 31 December 2026, as compared to that for the year ending 31 December 2027; and

(iii) the prevailing market prices of the IT Services in the open market.

## **REASONS FOR ENTERING INTO AND BENEFITS OF THE FRAMEWORK IT SERVICES AGREEMENT**

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.

In delivering its principal business of the provision of other IT and internet platforms services, among other services, the Group assesses, designs and implements IT solutions for its customers by integrating hardware and/or IT Services created and/or acquired by the Group through in-house development, collaboration with various technology partners and/or sourcing from third party suppliers, in order to satisfy various IT requirements and needs of its customers. As AnTank (a business partner of the Group and a substantial shareholder of a subsidiary of the Company) is a well-established and experienced provider of IT Services and the capability to provide IT Services that fulfil the technical requirements of the customers of the Group, the Group proposes to engage the AnTank Group to provide such IT Services to its customers so as to supplement the range of IT Services offered by the Group to its customers. By working with an existing business partner, the Group will be able to use its internal resources and manage its workloads more efficiently, respond to market needs more quickly and adjust its service capacity when necessary, which will improve the cost saving, operational efficiency and pricing competitiveness of the Group. Such collaborative arrangement will also allow the Group to broaden its range of IT Services, in addition to the IT services provided by the Group for its business of provision of financial trading software solutions, by making use of additional expertise and infrastructure, supporting both its business growth and long-term strategic goals. Taking into consideration (i) the business need of the Group as mentioned above; (ii) the basis of determination of the service fees in respect of the IT Services charged by the AnTank Group on normal commercial terms or better; and (iii) the benefits the Group will gain by collaborating with the AnTank Group as mentioned above, the Board believes that the Framework IT Services Agreement is beneficial to the Group as a whole.

The Directors (including the independent non-executive Directors) are of the view that the terms of the transactions contemplated under the Framework IT Services Agreement are on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interests of the Company and its shareholders as a whole. The Directors (including the independent non-executive Directors) also confirm that the Annual Caps are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **INTERNAL CONTROL MEASURES**

The Group has implemented internal control measures to monitor the transactions contemplated under the Framework IT Services Agreement, including:

- (i) the sales team of the Group will review the relevant IT Services to be outsourced to sub-contractors to enable the Group to deliver its provision of other IT and internet financial platforms services, and obtain price quotations from the AnTank Group and at least two independent IT service providers (subject to practical availability and feasibility), which are subject to periodic review and update by the management of the Group, taking into account factors including the relevant experience, capability and available resources of the IT service providers, to ensure the quality and standards of the IT service providers;

- (ii) in determining whether the price quotation offered by the AnTank Group for providing the relevant IT Services is in line with those offered by the independent IT service providers, the sales team of the Group will compare the price quotation provided by the AnTank Group against the price quotations obtained from the independent IT service providers. In the event that no price quotations for the IT Services from the independent IT service providers are available, the pricing terms will be determined after arm's length negotiations with the AnTank Group by reference to factors which may affect the service fees of the IT Services, such as the service fees of the IT Services offered by the AnTank Group to other third parties, so as to ensure that the costs to be incurred by the Group will be fair and reasonable;
- (iii) in the event that the pricing terms offered by the AnTank Group are not considered to be comparable with the pricing terms offered by the independent IT service providers, the Group will not approve and accept the price quotation from the AnTank Group. The final acceptance of the price quotation provided by the AnTank Group shall be approved by the senior management of the Group;
- (iv) the finance department of the Group will monitor the amount of service fees paid by the Group to the AnTank Group for the IT Services on an ongoing basis to ensure that the Annual Caps are not exceeded;
- (v) regular meetings on quarterly basis will be held between the sales team and senior management of the Group to ensure that the Group will be informed of all relevant operational and financial information in respect of the sale of the IT Services on a timely basis;
- (vi) the independent non-executive Directors will conduct annual review with respect to the transactions contemplated under the Framework IT Services Agreement and confirm in the Company's annual report, whether pursuant to the requirements under the GEM Listing Rules, such continuing connected transactions have been entered into in the ordinary and usual course of business of the Group, are on normal commercial terms or better, and in accordance with the Framework IT Services Agreement on terms that are fair and reasonable and in the interests of the Company and its shareholders as a whole; and
- (vii) the auditor of the Company will conduct annual review of the transactions contemplated under the Framework IT Services Agreement, including the pricing terms and the relevant Annual Cap thereof in accordance with the GEM Listing Rules.

## **INFORMATION ON THE PARTIES**

The Company is a company incorporated in the Cayman Islands and is an investment holding company. 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.

AnTank is a company incorporated in Hong Kong which is owned as to 70% by Mr. Liu, 15% by Mr. Cheng Jianing, 10% by Mr. Chen Weiji and 5% by Ms. Yuan Yuan.

AnTank is principally engaged in software product sales, software product development and the provision of other information technology services.

## **GEM LISTING RULES IMPLICATION**

Taking into consideration that as at the date of the Framework IT Services Agreement, AnTank is a substantial shareholder of a subsidiary of the Company and is owned as to 70% by Mr. Liu (a director of a subsidiary of the Company), AnTank is a connected person of the Company at subsidiary level. Accordingly, the transactions contemplated under the Framework IT Services Agreement constitute continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Director has a material interest in the Framework IT Services Agreement and no Director is required to abstain from voting on the board resolutions in relation to the approval of the Framework IT Services Agreement and the Annual Caps.

Each of the applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules in respect of the highest Annual Caps is more than 5%. However, given that (i) AnTank is a connected person at the subsidiary level of the Company; (ii) the Board has approved the Framework IT Services Agreement; and (iii) the independent non-executive Directors have confirmed that the terms of the Framework IT Services Agreement are fair and reasonable, and the Framework IT Services Agreement is on normal commercial terms and in the interests of the Company and its shareholders as a whole, the transactions contemplated under the Framework IT Services Agreement are only subject to the announcement, reporting and annual review requirements under the GEM Listing Rules but are exempt from the circular, independent financial advice and shareholders' approval requirements pursuant to Rule 20.99 of the GEM Listing Rules.

## **DEFINITIONS**

“Annual Cap”	the maximum aggregate annual transaction values in respect of the continuing connected transactions contemplated under the Framework IT Services Agreement for the three years ending 31 December 2025, 2026 and 2027
“AnTank”	AnTank Group Limited, a company incorporated in Hong Kong with limited liability and a 45% shareholder of a subsidiary of the Company
“AnTank Group”	AnTank and its subsidiaries from time to time
“Board”	the board of Directors
“Company”	Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Directors”	the directors of the Company



“Framework IT Services Agreement”	the framework agreement dated 17 December 2025 and entered into between the Company and AnTank in relation to the provision of the IT Services by the AnTank Group to the Group from 17 December 2025 to 31 December 2027
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	a third party independent of the Company and its connected persons
“IT Services”	information technology (IT) services, including certain software, system and solution development, solution integration, procurement and licencing of software, implementation work, information technology infrastructure, on-site B2C operation, technical support, system security, training and maintenance services
“Macau”	the Macau Special Administrative Region of the PRC
“Mr. Liu”	Mr. Liu Yong, a 70% shareholder of AnTank and a director of a subsidiary of the Company
“PRC”	the People’s Republic of China and for the purpose of this announcement, excluding Hong Kong, Macau and Taiwan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed thereto under the GEM listing Rules
“%”	per cent

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

Hong Kong, 17 December 2025

*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, Ms. Tin Wun Yan Kelly being an executive Director and the chief executive officer of the Company, Mr. Yu Kwan Nam Gabriel being an executive Director, Mr. Lo Kai Pong being a non-executive Director and Mr. Hon Ming Sang, Mr. Tang Shu Pui Simon and Mr. Hung Ka Hai Clement 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 Listed Company Information” page of the website of the Stock Exchange at <http://www.hkexnews.hk> 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).*