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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 – OFFER LETTER IN RELATION TO RENEWAL OF A TENANCY

OFFER LETTER

On 4 October 2023, after trading hours, iAsia, a wholly-owned subsidiary of the Company as tenant, and the Landlord as landlord, entered into the Offer Letter to renew the Existing Tenancy Agreement in respect of the lease of the Premises for a term of two years from 1 November 2023 to 31 October 2025 (both days inclusive).

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 Offer Letter in the Company’s consolidated statement of financial position. Accordingly, the transaction contemplated under the Offer Letter 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 (as defined in the GEM Listing Rules) calculated based on the unaudited value of the right-of-use of the Premises under the Offer Letter to be recognised by the Group according to HKFRS 16 (i.e. approximately HK\$3.5 million) exceeds 5% but all applicable percentage ratios are less than 25%, the transaction contemplated under the Offer Letter 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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* *For identification purposes only*

The principal terms of the Offer Letter are summarised as below:

Date:	4 October 2023
Parties:	(1) Capital Deal Limited, an Independent Third Party (as landlord) (2) iAsia, a wholly-owned subsidiary of the Company (as tenant)
Premises:	Units No. 811 and No. 812, 8/F, New Kowloon Plaza, 38 Tai Kok Tsui Road, Kowloon, Hong Kong
Term:	A term of two years from 1 November 2023 to 31 October 2025 (both days inclusive) (“ Term ”)
Rent:	HK\$144,025.2 per month (exclusive of rates, government rent and management and air-conditioning charges)
Management charge:	HK\$38,552.2 per month payable by iAsia and subject to revision from time to time
Deposit:	HK\$547,732.2 being the sum of three months’ rent and three months’ management charge of which HK\$512,817.0 shall be transferred from the Existing Tenancy Agreement and the balance of HK\$34,915.2 shall be paid by iAsia upon signing of the Offer Letter

The Landlord and iAsia will enter into a formal tenancy agreement in respect of the lease of the Premises before the commencement of the Term.

INFORMATION OF THE GROUP 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.

The Landlord is a company incorporated in Hong Kong with limited liability and is principally engaged in property investment. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Landlord and its ultimate beneficial owners are Independent Third Parties.

REASONS FOR AND BENEFITS OF ENTERING INTO THE OFFER LETTER

Since the Existing Tenancy Agreement will expire on 31 October 2023, iAsia and the Landlord entered into the Offer Letter in respect of the lease of the Premises which are currently the office of iAsia. The renewal of the tenancy of the Premises under the Existing Tenancy Agreement would allow iAsia to continue to use the Premises and save the Group from incurring relocation expenses and administrative inconvenience. The rent, management charges and other outgoings payable by iAsia will be funded by internal resources of the Group.

The terms of the Offer Letter were determined after arm's length negotiations between iAsia and the Landlord, with reference to the prevailing market rent for properties of similar use, floor area and location and the current rent under the Existing Tenancy Agreement. Therefore, the Directors (including the independent non-executive Directors) are of the view that the Offer Letter was entered in the ordinary and usual course of business of the Group, and the terms of the Offer Letter 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 (as defined in the GEM Listing Rules) calculated based on the unaudited value of the right-of-use of the Premises under the Offer Letter to be recognised by the Group according to HKFRS 16 (i.e. approximately HK\$3.5 million) exceeds 5% but all applicable percentage ratios are less than 25%, the transaction contemplated under the Offer Letter 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.

DEFINITIONS

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

"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
"Existing Tenancy Agreement"	the tenancy agreement dated 15 October 2021 and entered into between iAsia and the Landlord in respect of the lease of the Premises from 1 November 2021 to 31 October 2023 (both days inclusive)
"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
“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”	Capital Deal Limited, the registered owner of the Premises and a company incorporated in Hong Kong with limited liability, which is ultimately owned by Mr. Hu Shao Ming Herman and Mr. Hu Liang Ming Raymond in equal shares
“Offer Letter”	the renewal offer letter dated 4 October 2023 and entered into between iAsia and the Landlord in respect of the renewal of tenancy of the Premises under the Existing Tenancy Agreement, which is a legally binding document
“Premises”	Units No. 811 and No. 812, 8/F, New Kowloon Plaza, 38 Tai Kok Tsui Road, Kowloon, Hong Kong
“%”	per cent

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

Hong Kong, 4 October 2023

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 being an executive Director and the vice chairman of the Board, Ms. Liu Mung Ting being an executive Director and the chief executive officer of the Company, Ms. Lam Ching Yee and Ms. Lin Ting being the executive Directors, and Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Mr. Tang Shu Pui Simon 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 of Hong Kong Limited at <https://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.