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## **Finland Real Estate Services Group Limited**

**方圓房地產服務集團有限公司**

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

**(Stock Code: 8376)**

### **PROPOSED TRANSFER OF LISTING FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

**Sponsor**



**Fortune Financial Capital Limited**

This announcement is made pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions.

The Board is pleased to announce that on 3 October 2019, the Company submitted a formal application to the Stock Exchange for the Proposed Transfer of Listing. The Company has applied for the listing of, and permission to deal in, (i) the 400,000,000 Shares in issue; and (ii) any Shares which may be issued upon the exercise of the share options which may be granted under the Share Option Scheme, by way of transfer of listing from GEM to the Main Board pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules and Chapter 9 of the GEM Listing Rules.

**There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing is subject to, among others, the fulfillment of all the conditions for the Proposed Transfer of Listing as set out in this announcement. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **PROPOSED TRANSFER OF LISTING**

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## **REASONS FOR THE PROPOSED TRANSFER OF LISTING**

The Company has been listed on GEM since 15 November 2017. The Group is a property intermediary services provider in the PRC, with a focus mainly in Guangzhou and elsewhere in the Greater Bay Area, providing services through three main business segments, namely (i) real estate agency services (including Online Referral Platform services); (ii) property research and consultancy services; and (iii) Integrated Services.

Following the amendments to the Main Board Listing Rules and GEM Listing Rules in February 2018, the Stock Exchange positioned the Main Board as a “premier board” and re-positioned GEM as a standalone board. Companies listed on the Main Board have been perceived to enjoy a more enhanced status by investors as compared to GEM and the Directors expect that the Main Board will continue to bolster the market’s confidence and attract capital from a diverse range of investors. The Directors believe that the Company has gained public recognition and an enhanced profile from its GEM Listing and the Proposed Transfer of Listing will reinforce the Company’s corporate governance and credibility, and further promote the Company’s corporate profile and recognition among public investors, resulting in a larger investor base and higher trading liquidity of the Shares. Also, the proposed Transfer of Listing will allow the Group to solidify its position in the industry and enhance its competitive strengths in retaining and attracting professional staff and customers. Therefore, the Directors are of the view that the proposed Transfer of Listing will be beneficial to the future growth, financing flexibility, and business development of the Group, which will create long-term value to the Shareholders.

The Proposed Transfer of Listing will not involve any issue of new Shares by the Company. As at the date of this announcement, the Board does not contemplate any material change in the nature of the business activities of the Group following the Proposed Transfer of Listing.

## CONDITIONS OF THE PROPOSED TRANSFER OF LISTING

The Proposed Transfer of Listing is conditional upon, among other things:

- (a) the Company's fulfillment of all the applicable listing requirements on the Main Board as stipulated in the Main Board Listing Rules;
- (b) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in on the Main Board (i) all the Shares in issue; and (ii) the new Shares which may fall to be issued pursuant to the exercise of share options that may be granted under the Share Option Scheme; and
- (c) all other relevant consents required or in connection with the implementation of the Proposed Transfer of Listing having been obtained, and the fulfillment of all conditions which may be attached to such consents, if any.

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## GENERAL

In connection with the Proposed Transfer of Listing, the Company has appointed Fortune Financial Capital as its sole sponsor in accordance with the Main Board Listing Rules.

The Board would like to emphasize that the definitive timetable for the Proposed Transfer of Listing has yet to be finalised. The Company will make further announcement(s) in relation to the progress of the Proposed Transfer of Listing as and when appropriate.

## DEFINITIONS

In this announcement, the following terms shall have the following meanings unless the context otherwise requires:

“Board”	the board of Directors
“Company”	Fineland Real Estate Services Group Limited (方圓房地產服務集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are currently listed on GEM
“Director(s)”	the director(s) of the Company

“Fortune Financial Capital”	Fortune Financial Capital Limited, a corporation licensed by the Securities and Futures Commission to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, and the sole sponsor for the Proposed Transfer of Listing
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as may be amended from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Inside Information Provisions”	the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO
“Integrated Services”	the business segment of the Company that provides value-added services to its customers, including through the <i>Zhaoshangyi</i> business and the One-stop Service Centre business
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which continues to be operated by the Stock Exchange in parallel with GEM. For avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Main Board
“Online Referral Platform”	the <i>Fangyuanbao</i> business and platform acquired by the Group in May 2016 and which has been operated by the Group since then, and serves as a referral business and online platform for property developers to reach out to a greater number of real estate agents without the individual agents directly entering into business relationships with the property developer
“Proposed Transfer of Listing”	the proposed transfer of listing of (i) all the Shares in issue; and (ii) the new Shares which may fall to be issued pursuant to the exercise of the share options which may be granted under the Share Option Scheme from GEM to the Main Board

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as may be amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares
“Share Option Scheme”	the share option scheme adopted by the Company on 23 October 2017
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board  
**Fineland Real Estate Services Group Limited**  
**Fong Ming**  
*Chairman*

Hong Kong, 3 October 2019

*As at the date of this announcement, the Board comprises Ms. Rong Haiming, Mr. Yi Ruofeng and Ms. Tse Lai Wa as executive Directors; Mr. Fong Ming as the non-executive Director; and Mr. Leung Wai Hung, Dr. Liao Junping, Mr. Tian Qiusheng and Mr. Du Chenhua, as 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 and the Main Board 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 on the GEM website with the domain name of [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.finelandassets.com](http://www.finelandassets.com).*