
CONNECTED TRANSACTIONS

We set out below our Group’s transactions with our connected person, if carried out, will constitute continuing connected transactions under Chapter 14A of the Listing Rules.

CONNECTED PERSON

As of the Latest Practicable Date, Newpage was owned by Mr. Hu and an independent third party as to 40% and 60%, respectively. Mr. Hu is a non-executive Director of our Company. Accordingly, Newpage is an associate of Mr. Hu and therefore our connected person under the Listing Rules. Newpage principally engages in the provision of financial printing services to financial institutions and listed companies in Hong Kong and it offers to its customers financial printing services ranging from typesetting, proofreading, translation, design, printing, web submitting, newspaper placement to distribution (the “**Financial Printing Services**”).

FULLY EXEMPT CONTINUING CONNECTED TRANSACTIONS

On 7 May 2021, our Group entered into an agreement with Newpage for the provision of the Financial Printing Services to us for the [REDACTED] for a consideration of approximately HK\$1.6 million. As such agreement was entered into prior to the [REDACTED] and the Financial Printing Services provided pursuant to the agreement are expected to complete upon the [REDACTED], the transactions contemplated thereunder will not be classified as connected transactions under Chapter 14A of the Listing Rules. Accordingly, the transactions will not be subject to any of the reporting, announcement, annual review and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules. For each of FY2019, FY2020 and FY2021, the total amount of the services incurred amounted to nil, nil and approximately RMB0.9 million.

Upon [REDACTED], our Company will be required to comply with on-going publication obligations required under certain laws and regulations in Hong Kong and our Company has to engage a financial printing services provider to fulfill its publication obligations. Accordingly, we entered into a financial printing services agreement with Newpage on [●], pursuant to which Newpage will provide the Financial Printing Services to our Company for a term of not more than three years commencing from the [REDACTED] (the “**Financial Printing Agreement**”).

Listing Rules implications

Since the expected annual transaction amount for the Financial Printing Agreement is less than HK\$3 million and the relevant percentage ratios (as defined in Rule 14.07 of the Listing Rules) are less than 5% for each of FY2021, FY2022 and FY2023, the transactions contemplated thereunder constitute de minimis transactions under Rule 14A.76(1) of the Listing Rules and are therefore fully exempt from the independent shareholders’ approval, reporting, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

CONNECTED TRANSACTIONS

CONFIRMATION FROM OUR DIRECTORS

Our Directors (including our independent non-executive Directors) confirmed that the continuing connected transactions under the Financial Printing Agreement as described above has been entered into in the ordinary and usual course of business of our Group and have been based on arm’s length negotiations and on normal commercial terms or better, that are fair and reasonable, and the terms of the Financial Printing Agreement are fair and reasonable and in the interests of our Group and our Shareholders as a whole.