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## **ARTA TECHFIN CORPORATION LIMITED**

### **裕承科金有限公司**

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

**(Stock Code: 279)**

## **CONTINUING CONNECTED TRANSACTION**

### **BAS Agreement**

On 6 March 2025, ARTA Services entered into the BAS Agreement dated 6 March 2025 with Gentry Club pursuant to which ARTA Services is to provide business advisory services to Gentry Club for a term of three years commencing from 6 March 2025 to 5 March 2028 (both days inclusive).

### **Listing Rules Implications**

As at the date of this announcement, Dr. Cheng is the ultimate beneficial owner of Radiant Alliance Limited, which holds 11,021,425,076 Shares, representing approximately 50.97% of the total issued Shares. Additionally, Dr. Cheng has a majority interest in Perfect Path Global Limited, which holds 5,168,658,567 Shares, representing approximately 23.90% of the total issued Shares. Furthermore, Gentry Club is indirectly wholly-owned by Dr. Cheng. Therefore, Gentry Club is an associate of Dr. Cheng and a connected person of the Company under the Listing Rules. Accordingly, the transaction contemplated under the BAS Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios under the Listing Rules for the annual cap for the service fees payable by Gentry Club under the BAS Agreement are less than 25% and the total consideration is less than HK\$10 million, the transaction contemplated under the BAS Agreement is subject only to the reporting, announcement and annual review requirements but is exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

On 6 March 2025, ARTA Services, a wholly-owned subsidiary of the Company, entered into the BAS Agreement with Gentry Club, pursuant to which ARTA Services would provide business advisory services to Gentry Club, the key commercial terms of which are described below:

- Parties: (i) Gentry Club (as client)
- (ii) ARTA Services (as service provider).
- Term: A term of three years commencing from 6 March 2025 until 5 March 2028 (both days inclusive).
- Scope of services: ARTA Services is to provide business advisory services to Gentry Club, including but not limited to:
- (a) supporting Gentry Club in elevating its curated experiences and events to ensure continued exclusivity and members' satisfaction, including liaising on venue provision and event planning;
  - (b) offering supplementary insights to assist members of Gentry Club in staying informed about emerging opportunities; and
  - (c) assisting in improving membership structures and expansion into new markets and the development of strategic partnerships.
- Service fees and payment: The monthly service fees for the business advisory services shall be HK\$140,000. Payments shall be made by Gentry Club within 10 business days after the end of each calendar month.
- Termination: The BAS Agreement may be terminated by mutual written consent of ARTA Services and Gentry Club by giving not less than 30 days' written notice. Additionally, it may be terminated under certain circumstances, including but not limited to the requirement by applicable laws or regulations, or if either party commits an incurable breach.

## **PROPOSED ANNUAL CAPS AND BASIS**

The terms of the BAS Agreement (including the service fees) were determined after arm's length negotiations between ARTA Services and Gentry Club. The annual cap for the service fees shall not exceed HK\$1,700,000. In pricing its services and determining the annual cap, ARTA Services took into account the prevailing market rates, the resources it would need to dedicate in providing the services, and the collaborative relationship and mutual value exchange between the parties.

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

The provision of business advisory services by ARTA Services to Gentry Club under the BAS Agreement aligns with the Group's strategic objectives and business development plans. As a subsidiary of the Company, ARTA Services focuses on leveraging its expertise to provide business advisory services. This collaboration not only generates a stable revenue stream for ARTA Services but also creates strategic opportunities for the Group to broaden its client base and explore potential synergies through relationship-building with Gentry Club.

Taking into account the above and the terms of the BAS Agreement, the Directors (including the independent non-executive Directors) are of the view that the terms of the BAS Agreement are fair and reasonable and are on normal commercial terms and the entering into of the same as in the ordinary and usual course of business of the Group and is in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, Dr. Cheng is the ultimate beneficial owner of Radiant Alliance Limited, which holds 11,021,425,076 Shares, representing approximately 50.97% of the total issued Shares. Additionally, Dr. Cheng has a majority interest in Perfect Path Global Limited, which holds 5,168,658,567 Shares, representing approximately 23.90% of the total issued Shares. Furthermore, Gentry Club is indirectly wholly-owned by Dr. Cheng. Therefore, Gentry Club is an associate of Dr. Cheng and a connected person of the Company under the Listing Rules. Accordingly, the transaction contemplated under the BAS Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios under the Listing Rules for the annual cap for the service fees payable by Gentry Club under the BAS Agreement are less than 25% and the total consideration is less than HK\$10 million, the transaction contemplated under the BAS Agreement is subject only to the reporting, announcement and annual review requirements but is exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **GENERAL**

Gentry Club is an exclusive, high-privacy membership club that embodies sophistication and privilege, providing a refined sanctuary for distinguished individuals to connect, thrive, and enhance their elite lifestyles.

Given Dr. Cheng's respective shareholding in the Company and in Gentry Club as disclosed above, Dr. Cheng has a material interest in the BAS Agreement. Dr. Cheng has abstained from voting on the Board resolutions in relation to the entering into the BAS Agreement and the transaction contemplated thereunder. No other Director has any material interest in the BAS Agreement, or is required to abstain from voting on the Board resolutions in relation to the same under the Listing Rules.

## DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms have the meanings as set out below:

“ARTA Services”	ARTA Services Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“BAS Agreement”	the business advisory services agreement dated 6 March 2025 entered into between ARTA Services and Gentry Club
“Board”	the board of Directors
“Company”	Arta TechFin Corporation Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 279)
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Dr. Cheng”	Dr. Cheng Chi-Kong, Adrian <i>SBS, JP</i>
“Gentry Club”	K11 Gentry Club Limited, a company incorporated in Hong Kong with limited liability
“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 People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent

By Order of the Board of  
**Arta TechFin Corporation Limited**  
**Xu Hao**  
*Chief Executive Officer*

Hong Kong, 6 March 2025

*As at the date of this announcement, the Board of the Company comprises Dr. Cheng Chi-Kong, Adrian SBS, JP (Chairman) as Non-executive Director, Mr. Xu Hao (Chief Executive Officer) and Ms. Li Chuchu, Tracy (Chief Financial Officer) as Executive Directors, and Ms. Ling Kit Sum Imma, Mr. Zhang Guangying and Prof. Peng Qian as Independent Non-executive Directors.*