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Zero Fintech Group Limited
零在科技金融集團有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 00093)

CLARIFICATION ANNOUNCEMENT
RE-CATEGORISATION OF LOAN TRANSACTION AS
DISCLOSEABLE TRANSACTION

Reference is made to the announcement of Zero Fintech Group Limited (the “**Company**”) dated 3 December 2024 in relation to, among other things, the Loan Transaction of HK\$50,000,000 made available by X8 Finance as lender and Kowloon Investment Company Limited as borrower (the “**Announcement**”). Unless otherwise stated, capitalised terms used herein shall have the same meaning as those defined in the Announcement.

It was stated in the Announcement that the Loan Transaction was aggregated together with the Previous Loan Transaction II contemplated under the Previous Loan Agreement II when calculating the applicable percentage ratios (as defined under the Listing Rules). Since the Previous Loan Transaction II has itself constituted a major transaction under Chapter 14 of the Listing Rules, where the requisite shareholders’ approval was obtained on or before 7 October 2024 and the circular for the Previous Loan Agreement II was issued on 28 November 2024, upon reconsidering the relevant requirements for aggregation of transactions under Chapter 14 of the Listing Rules, the Board would like to clarify that the Company would no longer aggregate the Loan Agreement with the Previous Loan Transaction II when calculating the applicable percentage ratios under the Listing Rules.

As such, if the applicable percentage ratios of the Loan Transaction is calculated on a stand-alone basis without aggregating with those of the Previous Loan Transaction II, as one or all of the applicable percentage ratios (as defined under the Listing Rules) of the Loan Transaction are 5% or more but all are less than 25%, the Loan Transaction would constitute and re-categorise as a discloseable transaction and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

In this connection, as the Loan Transaction is re-categorised from a major transaction to a discloseable transaction under Chapter 14 of the Listing Rules, the Company wishes to further clarify that no circular is required to be prepared for the Loan Transaction and, accordingly, no circular will be issued to the shareholders of the Company in relation to the Loan Transaction as initially indicated in the Announcement.

Separately, the Board would like to supplement that, to the best of the Directors' knowledge, information and belief after making all reasonable enquiries, the Borrower (i.e. Kowloon Investment Company Limited) is ultimately owned as to 87.5% by the Guarantor I (i.e. Mr. Ho Shung Pun) and as to 12.5% by Madam Wong Ho Wai Tuen, both of whom are independent third parties of the Company and its connected persons as at the date of the Announcement.

Save as disclosed above, all information in the Announcement remain unchanged.

By order of the Board
Zero Fintech Group Limited
Lee Lap
Chairman

Hong Kong, 23 December 2024

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Lee Lap (*Chairman*)

Mr. Tommy Lee (*Vice Chairman & Chief Executive Officer*)

Mr. Chau Hau Shing

Independent Non-Executive Directors:

Mr. Shu Wa Tung, Laurence

Mr. Wu Wai Pan

Ms. Chak Wai Ting