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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)**

**CONNECTED TRANSACTIONS**  
**IN RELATION TO TENANCY AGREEMENTS**  
**AND**  
**CONTINUING CONNECTED TRANSACTIONS**  
**IN RELATION TO TECHNOLOGY SERVICE AGREEMENTS**

**TENANCY AGREEMENTS**

On 16 December 2024, Zero Finance, a wholly-owned subsidiary of the Company, entered into (a) the 2107 Tenancy Agreement with Sunninghill Global, (b) the 2108 Tenancy Agreement with Across Glorious, and (c) the 2109 Tenancy Agreement with Max Goal in respect of the lease of Premises.

**TECHNOLOGY SERVICE AGREEMENTS**

On 16 December 2024, (a) Alpha Chongqing, a wholly-owned subsidiary of the Company, entered into the Zhongshan Technology Service Agreement with Zhongshan Wanli, (b) Alpha Shenzhen, a wholly-owned subsidiary of the Company, entered into the Shenzhen Technology Service Agreement with Shenzhen Zero, and (c) Alpha Shenzhen, a wholly-owned subsidiary of the Company, entered into the Chongqing Technology Service Agreement with Chongqing Liangjiang in respect of the provision of loan related information technology management system services and consulting services by Alpha Chongqing or Alpha Shenzhen.

**LISTING RULES IMPLICATIONS FOR TENANCY AGREEMENTS**

Each of Sunninghill Global, Across Glorious and Max Goal is indirectly wholly-owned by Ms. Ha Ka Bo Liza, the spouse of Mr. Tommy Lee, an executive Director of the Company, being an associate of a connected person. Therefore, each of Sunninghill Global, Across Glorious and Max Goal is a connected person to the Company and its transaction with the Company constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

In accordance with HKFRS 16 “Leases”, the Group will recognise right-of-use assets in its consolidated statement of financial position in respect of the lease of Premises under the Tenancy Agreements and the transactions contemplated under the Tenancy Agreements constitute an acquisition of assets by the Group pursuant to the Listing Rules.

According to Rule 14A.81 of the Listing Rules, the transactions contemplated under the Tenancy Agreements should be aggregated for the purpose of calculating the applicable percentage ratios. As one or more of the relevant applicable percentage ratios of the transactions contemplated under the Tenancy Agreements, when aggregated, exceeds 0.1% but is less than 5% and the aggregated value is less than HK\$10,000,000, the transactions contemplated under the Tenancy Agreements are subject to the reporting and announcement requirements but exempt from circular (including independent financial advice) and the shareholders’ approval requirements under Chapter 14A of the Listing Rules.

### **LISTING RULES IMPLICATIONS FOR TECHNOLOGY SERVICE AGREEMENTS**

Zhongshan Wanli is a company incorporated in the PRC with limited liability and is an indirectly majority-controlled company owned by Mr. Lee Lap, an executive Director of the Company, as to approximately 90.14%. Shenzhen Zero is a company incorporated in the PRC with limited liability and is indirectly owned as to 99.99% by Mr. Tommy Lee and 0.01% by Mr. Lee Lap, both being executive Directors of the Company. Chongqing Liangjiang is a company incorporated in the PRC with limited liability and is indirectly owned as to 99.99% by Mr. Tommy Lee and 0.01% by Mr. Lee Lap, both being executive Directors of the Company. Therefore, each of Zhongshan Wanli, Shenzhen Zero and Chongqing Liangjiang is a connected person to the Company and its transaction with the Company constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

According to Rule 14A.81 of the Listing Rules, the transactions contemplated under the Technology Service Agreements should be aggregated for the purpose of calculating the applicable percentage ratios. As one or more of the applicable percentage ratios in respect of the annual caps for the continuing connected transaction contemplated under the Technology Service Agreements is more than 0.1% but less than 25% and the aggregate value is less than HK\$10,000,000, the transactions contemplated under the Technology Service Agreements are subject to reporting, annual review and announcement requirements, but is exempted from circular (including independent financial advice) and shareholders’ approval requirements pursuant to Rule 14A.76(2)(b) of the Listing Rules.

## **INTRODUCTION**

On 16 December 2024, Zero Finance, a wholly-owned subsidiary of the Company, entered into (a) the 2107 Tenancy Agreement with Sunninghill Global, (b) the 2108 Tenancy Agreement with Across Glorious, and (c) the 2109 Tenancy Agreement with Max Goal in respect of the lease of Premises.

On 16 December 2024, (a) Alpha Chongqing, a wholly-owned subsidiary of the Company, entered into the Zhongshan Technology Service Agreement with Zhongshan Wanli, (b) Alpha Shenzhen, a wholly-owned subsidiary of the Company, entered into the Shenzhen Technology Service Agreement with Shenzhen Zero, and (c) Alpha Shenzhen, a wholly-owned subsidiary of the

Company, entered into the Chongqing Technology Service Agreement with Chongqing Liangjiang in respect of the provision of loan related information technology management system services and consulting services by Alpha Chongqing or Alpha Shenzhen.

## **CONNECTED TRANSACTION IN RELATION TO TENANCY AGREEMENTS**

Set out below is a summary of the principal terms of the Tenancy Agreements:

### **2107 Tenancy Agreement**

<b>Landlord:</b>	Sunninghill Global
<b>Tenant:</b>	Zero Finance
<b>Date:</b>	16 December 2024
<b>Term:</b>	A term of 3 years commencing from 1 January 2025 and expiring on 31 December 2027
<b>Premises:</b>	Unit 2107 on the 21st Floor of High Block (Cosco Tower) Grand Millennium Plaza, No.183 Queen's Road Central, No.33 Wing Lok Street, Hong Kong with a gross floor area of 2,293 square foot
<b>Use:</b>	Office purpose
<b>Rent:</b>	HK\$91,720 per month payable in advance on or before the 1st day of each month
<b>Break clause:</b>	The tenancy may be terminated by the tenant with one month notice in advance

### **2108 Tenancy Agreement**

<b>Landlord:</b>	Across Glorious
<b>Tenant:</b>	Zero Finance
<b>Date:</b>	16 December 2024
<b>Term:</b>	A term of 3 years commencing from 1 January 2025 and expiring on 31 December 2027
<b>Premises:</b>	Unit 2108 on the 21st Floor of High Block (Cosco Tower) Grand Millennium Plaza, No.183 Queen's Road Central, No.33 Wing Lok Street, Hong Kong with a gross floor area of 1,224 square foot
<b>Use:</b>	Office purpose
<b>Rent:</b>	HK\$48,960 per month payable in advance on or before the 1st day of each month
<b>Break clause:</b>	The tenancy may be terminated by the tenant with one month notice in advance

## **2109 Tenancy Agreement**

**Landlord:** Max Goal

**Tenant:** Zero Finance

**Date:** 16 December 2024

**Term:** A term of 3 years commencing from 1 January 2025 and expiring on 31 December 2027

**Premises:** Unit 2109 on the 21st Floor of High Block (Cosco Tower) Grand Millennium Plaza, No.183 Queen's Road Central, No.33 Wing Lok Street, Hong Kong with a gross floor area of 1,262 square foot

**Use:** Office purpose

**Rent:** HK\$50,480 per month payable in advance on or before the 1st day of each month

**Break clause:** The tenancy may be terminated by the tenant with one month notice in advance

## **VALUE OF THE RIGHT-OF-USE ASSETS**

The unaudited total value of the right-of-use asset to be recognised by the Group in respect of the lease of Premises under the Tenancy Agreements is approximately HK\$6,100,000 which is the present value of aggregated rental payments to be made under the Tenancy Agreements in accordance with HKFRS 16 "Leases". Shareholders should note that the above figure is subject to audit and may be adjusted in the future.

## **CONTINUING CONNECTED TRANSACTIONS IN RELATION TO TECHNOLOGY SERVICE AGREEMENTS**

### **Technology Service Agreements**

Set out below is a summary of the principal terms of the Technology Service Agreements:

### **Zhongshan Technology Service Agreement**

**Date:** 16 December 2024

**Parties:**

1. Alpha Chongqing (a wholly-owned subsidiary of the Company) as the service provider
2. Zhongshan Wanli as the service recipient

**Term:** A term of three years commencing from 1 January 2025 and expiring on 31 December 2027

**Subject matter:** Alpha Chongqing shall provide Zhongshan Wanli with loan related information technology management system services, which include routine maintenance tasks such as daily operational guidance, technical and business operations consultancy, FAQ support, system bug fixes, and optimization of functions for the project system, and consulting services, which include system and solution explanations with on-site demonstrations, as well as technical advice for ongoing projects.

**Fees:** Separate service requests shall be made by Zhongshan Wanli from time to time as and when such services are required. Such services will be charged based on the service fee of the related services set forth in the Zhongshan Technology Service Agreement and the actual time spent or workload involved. Invoices will be issued by Alpha Chongqing on a monthly basis.

**Termination:** Either party may terminate the Zhongshan Technology Service Agreement under the following circumstances:

- (i) the other party is undergoing bankruptcy, dissolution, legal closure or cancellation;
- (ii) the other party is in the process of liquidation; or
- (iii) the other party becomes insolvent.

### **Shenzhen Technology Service Agreement**

**Date:** 16 December 2024

**Parties:**

1. Alpha Shenzhen (a wholly-owned subsidiary of the Company) as the service provider
2. Shenzhen Zero as the service recipient

**Term:** A term of three years commencing from 1 January 2025 and expiring on 31 December 2027

**Subject matter:** Alpha Shenzhen shall provide Shenzhen Zero with loan related information technology management system services, which include routine maintenance tasks such as daily operational guidance, technical and business operations consultancy, FAQ support, system bug fixes, and optimization of functions for the project system, and consulting services, which include system and solution explanations with on-site demonstrations, as well as technical advice for ongoing projects.

**Fees:** Separate service requests shall be made by Shenzhen Zero from time to time as and when such services are required. Such services will be charged based on the service fee of the related services set forth in the Shenzhen Technology Service Agreement and the actual time spent or workload involved. Invoices will be issued by Alpha Shenzhen on a monthly basis.

**Termination:** Either party may terminate the Shenzhen Technology Service Agreement under the following circumstances:

- (i) the other party is undergoing bankruptcy, dissolution, legal closure or cancellation;
- (ii) the other party is in the process of liquidation; or
- (iii) the other party becomes insolvent.

### **Chongqing Technology Service Agreement**

**Date:** 16 December 2024

**Parties:**

1. Alpha Shenzhen (a wholly-owned subsidiary of the Company) as the service provider
2. Chongqing Liangjiang as the service recipient

**Term:** A term of three years commencing from 1 January 2025 and expiring on 31 December 2027

**Subject matter:** Alpha Shenzhen shall provide Chongqing Liangjiang with loan related information technology management system services, which include routine maintenance tasks such as daily operational guidance, technical and business operations consultancy, FAQ support, system bug fixes, and optimization of functions for the project system, and consulting services, which include system and solution explanations with on-site demonstrations, as well as technical advice for ongoing projects.

**Fees:** Separate service requests shall be made by Chongqing Liangjiang from time to time as and when such services are required. Such services will be charged based on the service fee of the related services set forth in the Chongqing Technology Service Agreement and the actual time spent or workload involved. Invoices will be issued by Alpha Shenzhen on a monthly basis.

**Termination:** Either party may terminate the Chongqing Technology Service Agreement under the following circumstances:

- (i) the other party is undergoing bankruptcy, dissolution, legal closure or cancellation;

- (ii) the other party is in the process of liquidation; or
- (iii) the other party becomes insolvent.

### **Pricing Policy**

The service fees payable by each of Zhongshan Wanli, Shenzhen Zero and Chongqing Liangjiang to Alpha Shenzhen or Alpha Chongqing under the Technology Service Agreements are determined on arm's length basis and considering various commercial factors, including without limitation (i) the service fees charged by Alpha Shenzhen or Alpha Chongqing to Independent Third Parties for comparable services; and (ii) the service fees charged by other information technology service providers for comparable services. The amounts of the service fees to be charged by Alpha Shenzhen or Alpha Chongqing are calculated based on actual manpower used and shall not be less favourable than those charged for comparable services provided to Independent Third Parties.

### **Historical Amount**

Alpha Times was acquired by the Group on 30 April 2024. For details, please refer to the announcements issued by the Company on 30 April 2024 and 8 May 2024.

Set out below are the approximate historical amounts of information technology services provided by Alpha Shenzhen and Alpha Chongqing to each of Zhongshan Wanli, Shenzhen Zero and Chongqing Liangjiang since Alpha Times was acquired by the Group:

	<b>Approximate historical amount for the period from 1 May 2024 to 15 December 2024</b>
	<i>RMB</i>
Zhongshan Wanli	375,000
Shenzhen Zero	1,245,000
Chongqing Liangjiang	1,077,000

### **Annual cap and basis of determination**

The annual cap with respect to the provision of information technology services under the Technology Service Agreements for each of the financial years ending 31 December 2025, 31 December 2026, and 31 December 2027 is set at HK\$9,500,000 per annum.

In determining the proposed annual caps for the transactions contemplated under the Technology Service Agreements, the Company has taken into account the following factors, including:

- (a) the estimated demand for the relevant services from Zhongshan Wanli, Shenzhen Zero and Chongqing Liangjiang, and the expected nature, scope, frequency and quantity of relevant services required;
- (b) the manpower and maximum capability of Alpha Chongqing and Alpha Shenzhen, and the number of working days in the PRC for each calendar year; and



- (c) historical transaction amounts as set forth in the paragraph headed “Historical Amount” above.

If further revisions are proposed to the annual caps, the Company will re-comply with the requirements under Chapter 14A of the Listing Rules.

#### **REASONS FOR AND BENEFITS OF ENTERING INTO THE TENANCY AGREEMENTS**

Having considered the business needs of the Group and that stable sources of office premises are required for the growing operation of the Group, the Board is of the view that the entering into of the Tenancy Agreements is beneficial to the Group and the shareholders as a whole as it enables the Group to secure a long term use of the office without incurring unnecessary administration costs, and the right to terminate the tenancy by Zero Finance as the tenant provides additional flexibility for the Group.

The terms of each of the Tenancy Agreements, including the rental payment, are arrived at after arm’s length negotiations between the parties thereto with reference to the prevailing market rental of comparable properties in the area where the Premises are situated.

The Directors, including all the independent non-executive Directors, are of the view that the transaction contemplated under the Tenancy Agreements are conducted in the ordinary and usual course of business of the Group and on normal commercial terms and the terms of the Tenancy Agreements are fair and reasonable and in the interests of the Company and its shareholders as a whole.

The rent payable by Zero Finance as the tenant under the Tenancy Agreements will be satisfied by internal resources of the Group.

#### **REASONS FOR AND BENEFITS OF ENTERING INTO THE TECHNOLOGY SERVICE AGREEMENTS**

The Group is committed to focus on the development of money-lending business. The Group acquired Alpha Times on 30 April 2024 as it is an information technology company with a highly specialised research and development team focusing on software development, big data in construction, data mining and model development. It offers business operation and development solutions for various industries through its self-developed systems. The entering into of the Technology Service Agreements could allow the Group to earn additional revenue at the market rates for similar services while benefiting from economies of scale by maximizing the utilization of Alpha Times.

The Directors, including all the independent non-executive Directors, are of the view that the transaction contemplated under the Technology Service Agreements are conducted in the ordinary and usual course of business of the Group and on normal commercial terms and the terms of the Technology Service Agreements are fair and reasonable and in the interests of the Company and its shareholders as a whole.



## **INFORMATION ON THE GROUP AND THE PARTIES**

### **Information on the Group, Zero Finance, Alpha Times, Alpha Shenzhen and Alpha Chongqing**

The Group is principally engaged in property investment and development, and the money lending business.

Zero Finance is a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company. Zero Finance is a registered money lender holding a valid money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and is principally engaged in the provision of loans as money lending.

Alpha Times is a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company. Alpha Times is an investment holding company and is principally engaged in information technology business in the PRC through Alpha Chongqing and Alpha Shenzhen. Alpha Shenzhen is a wholly-owned subsidiary of the Group and Alpha Chongqing is a branch established by Alpha Shenzhen.

### **Information on Sunninghill Global, Across Glorious and Max Goal**

Sunninghill Global is a company incorporated in the British Virgin Islands and is indirectly wholly-owned by Ms. Ha Ka Bo Liza, the spouse of Mr. Tommy Lee, an executive Director of the Company, being an associate of a connected person. Sunninghill Global is principally engaged in investment holding and is the owner of the office premises under the 2107 Tenancy Agreement.

Across Glorious is a company incorporated in the British Virgin Islands and is indirectly wholly-owned by Ms. Ha Ka Bo Liza, the spouse of Mr. Tommy Lee, an executive Director of the Company, being an associate of a connected person. Across Glorious is principally engaged in investment holding and is the owner of the office premises under the 2108 Tenancy Agreement.

Max Goal is a company incorporated in the British Virgin Islands and is indirectly wholly-owned by Ms. Ha Ka Bo Liza, the spouse of Mr. Tommy Lee, an executive Director of the Company, being an associate of a connected person. Max Goal is principally engaged in investment holding and is the owner of the office premises under the 2109 Tenancy Agreement.

### **Information on Zhongshan Wanli, Shenzhen Zero and Chongqing Liangjiang**

Zhongshan Wanli is a company incorporated in the PRC with limited liability and is an indirectly majority-controlled company owned by Mr. Lee Lap, an executive Director of the Company, as to approximately 90.14%. Zhongshan Wanli is principally engaged in the business of pledging and pawning assets in Zhongshan.

Shenzhen Zero is a company incorporated in the PRC with limited liability and is indirectly owned as to 99.99% by Mr. Tommy Lee and 0.01% by Mr. Lee Lap, both being executive Directors of the Company. Shenzhen Zero is principally engaged in the business of providing small loans in Shenzhen.

Chongqing Liangjiang is a company incorporated in the PRC with limited liability and is indirectly owned as to 99.99% by Mr. Tommy Lee and 0.01% by Mr. Lee Lap, both being executive Directors of the Company. Chongqing Liangjiang is principally engaged in the business of providing various loans in Chongqing.

## **INTERNAL CONTROL MEASURES**

In order to safeguard the interests of the Company and the shareholders as a whole, the Company has adopted the following internal control measures in relation to the continuing connected transaction of the Company:

- (i) the Company's finance department carries out periodic review to monitor whether transaction amounts might be expected to exceed relevant annual caps;
- (ii) independent non-executive Directors conduct an annual review of continuing connected transactions of the Company pursuant to the requirements of Rule 14A.55 of the Listing Rules; and
- (iii) the auditor of the Company is engaged to conduct an annual review of continuing connected transactions pursuant to the requirements of Rule 14A.56 of the Listing Rules.

In the event that the transaction amounts contemplated under the respective Technology Service Agreements are expected to reach the annual caps, the finance department will follow up forthwith by reporting to the management of the Company, which will notify Alpha Shenzhen and Alpha Chongqing to cease provision of such services to Zhongshan Wanli, Shenzhen Zero and Chongqing Liangjiang if it considers appropriate. If an amendment to the annual caps is required, the finance departments will report to the Board and a Board meeting will be held for considering the matters thereabout to ensure compliance of the requirements under the Listing Rules.

## **IMPLICATIONS UNDER THE LISTING RULES FOR TENANCY AGREEMENTS**

Each of Sunninghill Global, Across Glorious and Max Goal is indirectly wholly-owned by Ms. Ha Ka Bo Liza, the spouse of Mr. Tommy Lee, an executive Director of the Company, being an associate of a connected person. Therefore, each of Sunninghill Global, Across Glorious and Max Goal is a connected person to the Company and its transaction with the Company constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

In accordance with HKFRS 16 "Leases", the Group will recognise right-of-use assets in its consolidated statement of financial position in respect of the lease of Premises under the Tenancy Agreements and the transactions contemplated under the Tenancy Agreements constitute an acquisition of assets by the Group pursuant to the Listing Rules.

According to Rule 14A.81 of the Listing Rules, the transactions contemplated under the Tenancy Agreements should be aggregated for the purpose of calculating the applicable percentage ratios. As one or more of the relevant applicable percentage ratios of the transactions contemplated under the Tenancy Agreements, when aggregated, exceeds 0.1% but is less than 5% and the aggregated value is less than HK\$10,000,000, the transactions contemplated under the Tenancy Agreements

are subject to the reporting and announcement requirements but exempt from circular (including independent financial advice) and the shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Tommy Lee, in view of his interest in each of Sunninghill Global, Across Glorious and Max Goal, and Mr. Lee Lap, being the father of Mr. Tommy Lee, are considered as having a material interest in the Tenancy Agreements and the transactions contemplated thereunder and accordingly have abstained from voting on the resolutions of the Board approving the Tenancy Agreements and the transactions contemplated thereunder.

Save as Mr. Lee Lap and Mr. Tommy Lee, none of the Directors has a material interest in the transactions contemplated under the Tenancy Agreements, nor were they required to abstain from voting on the resolutions of the Board approving the Tenancy Agreements.

## **LISTING RULES IMPLICATIONS FOR TECHNOLOGY SERVICE AGREEMENTS**

Zhongshan Wanli is a company incorporated in the PRC with limited liability and is an indirectly majority-controlled company owned by Mr. Lee Lap, an executive Director of the Company, as to approximately 90.14%. Shenzhen Zero is a company incorporated in the PRC with limited liability and is indirectly owned as to 99.99% by Mr. Tommy Lee and 0.01% by Mr. Lee Lap, both being executive Directors of the Company. Chongqing Liangjiang is a company incorporated in the PRC with limited liability and is indirectly owned as to 99.99% by Mr. Tommy Lee and 0.01% by Mr. Lee Lap, both being executive Directors of the Company. Therefore, each of Zhongshan Wanli, Shenzhen Zero and Chongqing Liangjiang is a connected person to the Company and its transaction with the Company constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

According to Rule 14A.81 of the Listing Rules, the transactions contemplated under the Technology Service Agreements should be aggregated for the purpose of calculating the applicable percentage ratios. As one or more of the applicable percentage ratios in respect of the annual caps for the continuing connected transaction contemplated under the Technology Service Agreements, when aggregated, is more than 0.1% but less than 25% and the aggregate value is less than HK\$10,000,000, the transactions contemplated under the Technology Service Agreements are subject to reporting, annual review and announcement requirements, but is exempted from circular (including independent financial advice) and shareholders' approval requirements pursuant to Rule 14A.76(2)(b) of the Listing Rules.

Mr. Lee Lap and Mr. Tommy Lee, in view of their interest in each of Zhongshan Wanli, Shenzhen Zero and Chongqing Liangjiang, are considered as having a material interest in the Technology Service Agreements and the transactions contemplated thereunder and accordingly have abstained from voting on the resolutions of the Board approving the Technology Service Agreements and the transactions contemplated thereunder.

Save as Mr. Lee Lap and Mr. Tommy Lee, none of the Directors has a material interest in the transactions contemplated under the Technology Service Agreements, nor were they required to abstain from voting on the resolutions of the Board approving the Technology Service Agreements.

## DEFINITIONS

<b>“2107 Tenancy Agreement”</b>	the tenancy agreement dated 16 December 2024 entered into between Sunninghill Global as the landlord and Zero Finance as the tenant in respect of Unit 2107 on the 21st Floor of High Block (Cosco Tower) Grand Millennium Plaza, No.183 Queen’s Road Central, No.33 Wing Lok Street, Hong Kong
<b>“2108 Tenancy Agreement”</b>	the tenancy agreement dated 16 December 2024 entered into between Across Glorious as the landlord and Zero Finance as the tenant in respect of Unit 2108 on the 21st Floor of High Block (Cosco Tower) Grand Millennium Plaza, No.183 Queen’s Road Central, No.33 Wing Lok Street, Hong Kong
<b>“2109 Tenancy Agreement”</b>	the tenancy agreement dated 16 December 2024 entered into between Max Goal as the landlord and Zero Finance as the tenant in respect of Unit 2109 on the 21st Floor of High Block (Cosco Tower) Grand Millennium Plaza, No.183 Queen’s Road Central, No.33 Wing Lok Street, Hong Kong
<b>“Across Glorious”</b>	Across Glorious Holdings Limited, a company incorporated in the British Virgin Islands with limited liability which is indirectly wholly-owned by Ms. Ha Ka Bo Liza, the spouse of Mr. Tommy Lee
<b>“Alpha Chongqing”</b>	Chongqing Branch of Alpha Shenzhen (namely, 阿爾法時刻科技(深圳)有限公司重慶分公司), a branch established under the laws of the PRC
<b>“Alpha Shenzhen”</b>	阿爾法時刻科技(深圳)有限公司 (transliteration: Alpha Times Technology (Shenzhen) Co., Ltd.), a company incorporated under the laws of the PRC and a wholly-owned subsidiary of Alpha Times
<b>“Alpha Times”</b>	Alpha Times Technology Limited, a company incorporated in Hong Kong with limited liability
<b>“Board”</b>	the board of Directors
<b>“Chongqing Liangjiang”</b>	重慶兩江新區亞馨小額貸款有限公司 (transliteration: Chongqing Liangjiang New District Yaxin Micro Credit Co., Ltd.), a company incorporated under the laws of the PRC
<b>“Chongqing Technology Service Agreement”</b>	the technology service agreement dated 16 December 2024 entered into between Alpha Chongqing and Chongqing Liangjiang for the provision of information technology service

<b>“Company”</b>	Zero Fintech Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
<b>“connected person(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Director(s)”</b>	the director(s) of the Company
<b>“Group”</b>	the Company together with its subsidiaries from time to time
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong
<b>“Hong Kong”</b>	Hong Kong Special Administrative Region of the People’s Republic of China
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange
<b>“Max Goal”</b>	Max Goal Holdings Limited, a company incorporated in the British Virgin Islands with limited liability which is indirectly wholly-owned by Ms. Ha Ka Bo Liza, the spouse of Mr. Tommy Lee
<b>“PRC”</b>	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
<b>“Premises”</b>	Units 2107-2109 on the 21st Floor of High Block (Cosco Tower) Grand Millennium Plaza, No.183 Queen’s Road Central, No.33 Wing Lok Street, Hong Kong
<b>“RMB”</b>	Renminbi, the lawful currency of the PRC
<b>“Shenzhen Technology Service Agreement”</b>	the technology service agreement dated 16 December 2024 entered into between Alpha Shenzhen and Shenzhen Zero for the provision of information technology service
<b>“Shenzhen Zero”</b>	深圳市零在小額貸款有限責任公司 (transliteration: Shenzhen Zero Micro Credit Co., Ltd.), a company incorporated under the laws of the PRC
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Sunninghill Global”</b>	Sunninghill Global Limited, a company incorporated in the British Virgin Islands with limited liability which is indirectly wholly-owned by Ms. Ha Ka Bo Liza, the spouse of Mr. Tommy Lee

<b>“Tenancy Agreements”</b>	the 2107 Tenancy Agreement, the 2108 Tenancy Agreement and the 2109 Tenancy Agreement
<b>“Zero Finance”</b>	Zero Finance Hong Kong Limited, a wholly-owned subsidiary of the Company
<b>“Zhongshan Technology Service Agreement”</b>	the technology service agreement dated 16 December 2024 entered into between Alpha Chongqing and Zhongshan Wanli for the provision of information technology service
<b>“Zhongshan Wanli”</b>	中山市萬利典當有限公司 (transliteration: Zhongshan Wanli Pawn Co., Ltd.), a company incorporated under the laws of the PRC
<b>“%”</b>	per cent.

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

Hong Kong, 16 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