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Oi Wah Pawnshop Credit Holdings Limited

靄華押業信貸控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1319)

CONTINUING CONNECTED TRANSACTIONS TENANCY AGREEMENTS

TENANCY AGREEMENTS

Reference is made to the announcement of the Company dated 31 May 2024. On 28 January 2025, Oi Wah HK entered into Tenancy Agreement I with Full Honour to renew the lease of Property I for a term of one year from 1 February 2025 to 31 January 2026. Prior to entering into Tenancy Agreement I, on 31 May 2024, Hing Wah HK, Wai Wah HK and Oi Wah HK had entered into Tenancy Agreement II, Tenancy Agreement III and Tenancy Agreement IV with Kwan Chart Holding, Mr. Chan and Kwan Chart Estate for a term of one year, respectively.

LISTING RULES IMPLICATIONS

Hing Wah HK, Wai Wah HK and Oi Wah HK are indirectly wholly-owned subsidiaries of the Company.

Mr. Chan was an executive Director and his estate is a substantial shareholder of the Company. As at the date of this announcement, each of Kwan Chart Holding and Kwan Chart Estate was indirectly wholly-owned by the Chan Family Trust, the beneficiaries of which were Mr. Chan's estate and his family members. As at the date of this announcement, the issued share capital of Full Honour was indirectly wholly-owned by Kwan Lik Trust whose trustee, TMF (Cayman) Limited, was a substantial shareholder of the Company. Kwan Lik Trust was a discretionary trust and the objects of which included Mr. Chan's estate, Ms. Mui, Mr. Chan Kai Ho Edward (executive Director and substantial shareholder of the Company), Ms. Chan Mei Fong (executive Director and substantial shareholder of the Company), Ms. Chan Ying Yu (executive Director and substantial shareholder of the Company), Mr. Chan Kai Kow Macksion (non-executive Director) and Ms. Chan Nga Yu. Accordingly, each of Mr. Chan, Kwan Chart Holding, Kwan Chart Estate and Full Honour is a connected person of the Company and the transactions contemplated under the Tenancy Agreements constitute continuing connected transactions under Chapter 14A of the Listing Rules.

The applicable percentage ratios (as defined in the Listing Rules) in respect of each of the Tenancy Agreements, on a standalone basis, are less than 5% with consideration less than HK\$3,000,000 and therefore, the transactions contemplated under each of the Tenancy Agreements, on a standalone basis, constitute de minimis continuing connected transactions pursuant to Rule 14A.76(1) of the Listing Rules and are fully exempt from the independent Shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. However, given that the Tenancy Agreements are of a similar nature and are entered into within a 12-month period, and Mr. Chan, Kwan Chart Holding, Kwan Chart Estate and Full Honour are associated with each other, the transactions contemplated under the Tenancy Agreements will be aggregated pursuant to Rule 14A.81 of the Listing Rules.

As all the applicable percentage ratios (as defined in the Listing Rules) in respect of the aggregated annual cap under the Tenancy Agreements exceed 0.1% but are less than 5%, the transactions contemplated under the Tenancy Agreements is subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules but is exempt from the circular and the independent Shareholders' approval requirements.

BACKGROUND

Reference is made to the announcement of the Company dated 31 May 2024 (the “**Announcement**”). On 28 January 2025, Oi Wah HK entered into Tenancy Agreement I with Full Honour to renew the lease of Property I for a term of one year from 1 February 2025 to 31 January 2026. For details of the Previous Tenancy Agreement I, please refer to the Announcement. Prior to entering into Tenancy Agreement I, on 31 May 2024, Hing Wah HK, Wai Wah HK and Oi Wah HK had entered into Tenancy Agreement II, Tenancy Agreement III and Tenancy Agreement IV with Kwan Chart Holding, Mr. Chan and Kwan Chart Estate for a term of one year, respectively.

Tenancy Agreement I

Tenancy Agreement I was entered into for the renewal of Previous Tenancy Agreement I. The principal terms of Tenancy Agreement I are set out as follows:

Date:	28 January 2025
Landlord:	Full Honour
Tenant:	Oi Wah HK
Premises:	Shop No. 10C on Level 1 of Shatin New Town, Nos.1-15 Wang Pok Street, Shatin, New Territories
Term:	One year commencing from 1 February 2025 and expiring on 31 January 2026

Rent: HK\$70,000 per calendar month (exclusive of rates, management fees, and utility fees)

Deposit: HK\$140,000 (equivalent to two months' rent)

Usage: For lawful commercial purpose only

Tenancy Agreement II

The principal terms of Tenancy Agreement II are set out as follows:

Date: 31 May 2024

Landlord: Kwan Chart Holding

Tenant: Hing Wah HK

Premises: Shop G-24A & Portion of G-25 on Ground Floor, Sun Hing Building, 603, 603A-B, 605, 605A, 607A-B, 609, 609A Nathan Road, 17A-B & 19 Soy Street, 174, 176 & 178 Portland Street, Mongkok, Kowloon

Term: One year commencing from 8 June 2024 and expiring on 7 June 2025

Rent: HK\$80,000 per calendar month (exclusive of rates, management fees, and utility fees)

Management fee: HK\$3,300 per calendar month (subject to maximum 30% upward adjustment)

Deposit: HK\$160,000 (equivalent to two months' rent)

Usage: For business purposes only

Tenancy Agreement III

The principal terms of Tenancy Agreement III are set out as follows:

Date:	31 May 2024
Landlord:	Mr. Chan
Tenant:	Wai Wah HK
Premises:	Shop 6, Ground Floor, Wah May Building, Block B, Nos. 36C–36F Shantung Street, Kowloon
Term:	One year commencing from 8 June 2024 and expiring on 7 June 2025
Rent:	HK\$90,000 per calendar month (exclusive of rates, management fees, and utility fees)
Deposit:	HK\$180,000 (equivalent to two months' rent)
Usage:	For lawful commercial use only

Tenancy Agreement IV

The principal terms of Tenancy Agreement IV are set out as follows:

Date:	31 May 2024
Landlord:	Kwan Chart Estate
Tenant:	Oi Wah HK
Premises:	Rooms 2302–2303, Kwan Chart Tower, No. 6 Tonnochy Road, Wan Chai, Hong Kong
Term:	One year commencing from 31 May 2024 and expiring on 30 May 2025
Rent:	HK\$48,000 per calendar month (inclusive of government rates and government rent)
Rental deposit:	HK\$96,000 (equivalent to two months' rent)

Management fee deposit: HK\$22,872

Usage: For lawful commercial purpose only

ANNUAL CAPS OF THE TENANCY AGREEMENTS

Based on the annual rent payable by the Group under the Tenancy Agreements, the annual caps for the transactions contemplated under the Tenancy Agreements are set out as follows. The annual caps were determined based on (i) the aggregate amounts of rent and management fee paid by the Group to Kwan Chart Holding, Mr. Chan/his estate and Kwan Chart Estate under the Previous Tenancy Agreements; and (ii) the aggregate amounts of rent and maximum management fee payable by the Group for the year ending 28 February 2025 and the year ending 28 February 2026 to Kwan Chart Holding, Mr. Chan's estate, Kwan Chart Estate and Full Honour under the Tenancy Agreements.

	Year ending 28 February 2025 HK\$'000	Year ending 28 February 2026 HK\$'000
Previous Tenancy Agreement I	770	–
Tenancy Agreement I	70	770
Previous Tenancy Agreement II	275	–
Tenancy Agreement II	744	275
Previous Tenancy Agreement III	291	–
Tenancy Agreement III	789	291
Previous Tenancy Agreement IV	154	–
Tenancy Agreement IV	434	142
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Aggregate sum	3,527	1,478
Annual caps	<u>3,527</u>	<u>1,478</u>

The amount paid by the Group to Full Honour under Previous Tenancy Agreement I was approximately HK\$770,000. The amount paid by the Group to Kwan Chart Holding under Previous Tenancy Agreement II for the year ended 29 February 2024 was approximately HK\$744,000. The amount paid by the Group to Mr. Chan under Previous Tenancy Agreement III for the year ended 29 February 2024 was approximately HK\$789,000. The amount paid by the Group to Kwan Chart Estate under Previous Tenancy Agreement IV for the year ended 29 February 2024 was approximately HK\$470,000.

REASONS FOR AND BENEFITS OF ENTERING INTO THE TENANCY AGREEMENTS

The entering into of the Tenancy Agreements were for the purpose of operating our pawnshops and for use as our head office. Tenancy Agreement I was entered into for the renewal of the lease of Property I. The Group has been using Property I, Property II and Property III as pawnshops, and Property IV as office space. In order to avoid possible disruption to the Group's business, it is desirable for the Group to continue to rent the subject shops and office premises following the expiry of the Previous Tenancy Agreements.

The terms and monthly rental of the Tenancy Agreements were determined after arm's length negotiations with reference to the rental paid under the Previous Tenancy Agreements as well as the prevailing market rates of similar properties in the vicinity and the professional valuation reports issued by an independent property valuer.

The Directors (including the independent non-executive Directors and excluding Mr. Chan Kai Ho Edward, Ms. Chan Mei Fong, Ms. Chan Ying Yu and Mr. Chan Kai Kow Macksion) considered that the transactions contemplated under the Tenancy Agreements are in the ordinary and usual course of business of the Group and the terms of the Tenancy Agreements are on normal commercial terms and are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

Mr. Chan Kai Ho Edward, Ms. Chan Mei Fong, Ms. Chan Ying Yu and Mr. Chan Kai Kow Macksion, being Directors deemed to have a material interest in the transaction contemplated under the Tenancy Agreements, has abstained from voting on the relevant Board resolutions approving the Tenancy Agreements. Save as disclosed above, no other Directors is deemed to have a material interest in the Tenancy Agreements and no other Directors is required to abstain from voting on the relevant Board resolutions.

LISTING RULES IMPLICATIONS

Hing Wah HK, Wai Wah HK and Oi Wah HK are indirectly wholly-owned subsidiaries of the Company. Mr. Chan was an executive Director and his estate is a substantial shareholder of the Company. As at the date of this announcement, each of Kwan Chart Holding and Kwan Chart Estate was indirectly wholly-owned by the Chan Family Trust, the beneficiaries of which were Mr. Chan's estate and his family members. As at the date of this announcement, the issued share capital of Full Honour was indirectly wholly-owned by Kwan Lik Trust whose trustee, TMF (Cayman) Limited, was a substantial shareholder of the Company. Kwan Lik Trust was a discretionary trust and the objects of which included Mr. Chan's estate, Ms. Mui, Mr. Chan Kai Ho Edward (executive Director and substantial shareholder of the Company), Ms. Chan Mei Fong (executive Director and substantial shareholder of the Company), Ms. Chan Ying Yu (executive Director and substantial shareholder of the Company), Mr. Chan Kai Kow Macksion (non-executive Director) and Ms. Chan Nga Yu. Accordingly, each of Mr. Chan, Kwan Chart Holding, Kwan Chart Estate and Full Honour is a connected person of the Company and the transactions contemplated under the Tenancy Agreements constitute continuing connected transactions under Chapter 14A of the Listing Rules.

The applicable percentage ratios (as defined in the Listing Rules) in respect of each of the Tenancy Agreements, on a standalone basis, are less than 5% with consideration less than HK\$3,000,000 and therefore, the transactions contemplated under each of the Tenancy Agreements, on a standalone basis, constitute de minimis continuing connected transactions pursuant to Rule 14A.76(1) of the Listing Rules and are fully exempt from the independent Shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. However, given that the Tenancy Agreements are of a similar nature and are entered into within a 12-month period and Mr. Chan, Kwan Chart Holding, Kwan Chart Estate and Full Honour are associated with each other, the transactions contemplated under the Tenancy Agreements will be aggregated pursuant to Rule 14A.81 of the Listing Rules.

As all the applicable percentage ratios (as defined in the Listing Rules) in respect of the aggregated annual cap under the Tenancy Agreements exceed 0.1% but are less than 5%, the transactions contemplated under the Tenancy Agreements is subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules but is exempt from the circular and the independent Shareholders' approval requirements.

INFORMATION OF THE PARTIES TO THE TENANCY AGREEMENTS

The Group

The Group is a financing service provider in Hong Kong mainly providing secured financing, including pawn loans and mortgage loans under the provisions of the Pawnbrokers Ordinance and the Money Lenders Ordinance. Hing Wah HK, Wai Wah HK and Oi Wah HK are indirectly wholly-owned subsidiaries of the Company which are principally engaged in pawn loan business.

Mr. Chan

Mr. Chan was an executive Director and his estate is a substantial shareholder of the Company.

Kwan Chart Holding

Kwan Chart Holding, a company with limited liability incorporated in Hong Kong, is principally engaged in real estate investment in Hong Kong. As at the date of this announcement, the issued share capital of Kwan Chart Holding was indirectly wholly-owned by the Chan Family Trust, the beneficiaries of which were Mr. Chan's estate and his family members.

Kwan Chart Estate

Kwan Chart Estate, a company with limited liability incorporated in Hong Kong, is principally engaged in real estate investment in Hong Kong. As at the date of this announcement, the issued share capital of Kwan Chart Estate was indirectly wholly-owned by the Chan Family Trust, the beneficiaries of which were Mr. Chan's estate and his family members.

Full Honour

Full Honour, a company with limited liability incorporated in Hong Kong, is principally engaged in real estate investment in Hong Kong. As at the date of this announcement, the issued share capital of Full Honour was indirectly wholly-owned by Kwan Lik Trust whose trustee, TMF (Cayman) Limited, was a substantial shareholder of the Company. Kwan Lik Trust was a discretionary trust and the objects of which included Mr. Chan's estate, Ms. Mui, Mr. Chan Kai Ho Edward (executive Director and substantial shareholder of the Company), Ms. Chan Mei Fong (executive Director and substantial shareholder of the Company), Ms. Chan Ying Yu (executive Director and substantial shareholder of the Company), Mr. Chan Kai Kow Macksion (non-executive Director) and Ms. Chan Nga Yu.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Chan Family Trust”	a family trust of Mr. Chan, the beneficiaries of which were Mr. Chan's estate and his family members
“Company”	Oi Wah Pawnshop Credit Holdings Limited (靄華押業信貸控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1319)
“Directors”	the director(s) of the Company
“Full Honour”	Full Honour Corporation Limited, a company incorporated in Hong Kong with limited liability, whose issued share capital was indirectly wholly-owned by Kwan Lik Trust whose trustee, TMF (Cayman) Limited, was a substantial shareholder of the Company. Kwan Lik Trust was a discretionary trust and the objects of which included Mr. Chan's estate, Ms. Mui, Mr. Chan Kai Ho Edward (executive Director and substantial shareholder of the Company), Ms. Chan Mei Fong (executive Director and substantial shareholder of the Company), Ms. Chan Ying Yu (executive Director and substantial shareholder of the Company), Mr. Chan Ka Kwo Macksion (non-executive Director) and Ms. Chan Nga Yu
“Group”	the Company and its subsidiaries

“Hing Wah HK”	Hing Wah Pawnshop Credit Limited, a company incorporated in Hong Kong with limited liability and an indirectly wholly-owned subsidiary of the Company
“Kwan Chart Estate”	Kwan Chart Estate Company Limited, a company incorporated in Hong Kong with limited liability, whose issued share capital was indirectly wholly-owned by the Chan Family Trust
“Kwan Chart Holding”	Kwan Chart (Holding) Company Limited, a company incorporated in Hong Kong with limited liability, whose issued share capital was indirectly wholly-owned by the Chan Family Trust
“Kwan Lik Trust”	a discretionary trust of which the objects included Mr. Chan’s estate, Mr. Chan Kai Ho Edward (executive Director and substantial shareholder of the Company), Ms. Chan Mei Fong (executive Director and substantial shareholder of the Company) and Ms. Chan Ying Yu (executive Director and substantial shareholder of the Company), Mr. Chan Kai Kow Mackston (non-executive Director) and Ms. Chan Nga Yu. The trustee of which, TMF (Cayman) Limited, was a substantial shareholder of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Money Lenders Ordinance”	The Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Mr. Chan”	Mr. Chan Chart Man, a former executive Director, his estate is a substantial shareholder of the Company and the spouse of Ms. Mui
“Ms. Chan Nga Yu”	Ms. Chan Nga Yu, an executive director of Oi Wah HK, a substantial shareholder of the Company and the daughter of Mr. Chan and Ms. Mui
“Ms. Mui”	Ms. Mui Hang Sin, a substantial shareholder of the Company and the spouse of Mr. Chan
“Oi Wah HK”	Oi Wah Pawnshop Credit Limited, a company incorporated in Hong Kong with limited liability and an indirectly wholly-owned subsidiary of the Company

“Pawnbrokers Ordinance”	the Pawnbrokers Ordinance (Chapter 166 of the laws of Hong Kong) as amended, supplemented, or otherwise modified from time to time
“Properties”	Property I, Property II, Property III and Property IV
“Property I”	Shop No. 10C on Level 1 of Shatin New Town, Nos.1-15 Wang Pok Street, Shatin, New Territories
“Property II”	Shop G-24A & Portion of G-25 on Ground Floor, Sun Hing Building, 603, 603A–B, 605, 605A, 607A–B, 609, 609A Nathan Road, 17A–B & 19 Soy Street, 174, 176 & 178 Portland Street, Mongkok, Kowloon
“Property III”	Shop 6, Ground Floor, Wah May Building, Block B, Nos. 36C–36F Shantung Street, Kowloon
“Property IV”	Rooms 2302–2303, Kwan Chart Tower, No. 6 Tonnochy Road, Wan Chai, Hong Kong
“Previous Tenancy Agreement I”	the tenancy agreement dated 30 January 2024 entered into between Oi Wah HK and Full Honour for the lease of Property I for a term of one year commencing from 1 February 2024 to 1 January 2025
“Previous Tenancy Agreement II”	the tenancy agreement dated 12 June 2023 entered into between Hing Wah HK and Kwan Chart Holding for the lease of Property II for a term of one year commencing from 8 June 2023 to 7 June 2024
“Previous Tenancy Agreement III”	the tenancy agreement dated 12 June 2023 entered into between Wai Wah HK and Mr. Chan for the lease of Property III for a term of one year commencing from 8 June 2023 to 7 June 2024
“Previous Tenancy Agreement IV”	the tenancy agreement dated 12 June 2023 entered into between Oi Wah HK and Kwan Chart Estate for the lease of Property IV for a term of one year commencing from 31 May 2023 to 30 May 2024
“Previous Tenancy Agreements”	Previous Tenancy Agreement I, Previous Tenancy Agreement II, Previous Tenancy Agreement III, and Previous Tenancy Agreement IV
“Share(s)”	ordinary share(s) of the Company

“Shareholder(s)”	holder(s) of the Share(s)
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Tenancy Agreement I”	the tenancy agreement entered into between Oi Wah HK and Full Honour for the lease of Property I on 28 January 2025
“Tenancy Agreement II”	the tenancy agreement entered into between Hing Wah HK and Kwan Chart Holding for the lease of Property II on 31 May 2024
“Tenancy Agreement III”	the tenancy agreement entered into between Wai Wah HK and Mr. Chan for the lease of Property III on 31 May 2024
“Tenancy Agreement IV”	the tenancy agreement entered into between Oi Wah HK and Kwan Chart Estate for the lease of Property IV on 31 May 2024
“Tenancy Agreements”	Tenancy Agreement I, Tenancy Agreement II, Tenancy Agreement III and Tenancy Agreement IV
“Wai Wah HK”	Wai Wah Pawnshop Credit Limited, a company incorporated in Hong Kong with limited liability and an indirectly wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By order of the Board of
Oi Wah Pawnshop Credit Holdings Limited
Chan Kai Ho Edward
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 28 January 2025

As at the date of this announcement, the Board comprises Mr. Chan Kai Ho Edward (Chairman and Chief Executive Officer), Ms. Chan Mei Fong and Ms. Chan Ying Yu as executive Directors; Mr. Chan Kai Kow Mackision and Mr. Ng Siu Hong as non-executive Directors; and Mr. Lam On Tai, Dr. Leung Shiu Ki Albert and Dr. Yip Ngai as independent non-executive Directors.