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## **JF SmartInvest Holdings Ltd**

**九方智投控股有限公司**

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

**(Stock Code: 9636)**

### **SUPPLEMENTAL ANNOUNCEMENT CONNECTED TRANSACTION REVISION OF THE INFORMATION SYSTEM PROCUREMENT AGREEMENT**

Reference is made to the announcement of the JF SmartInvest Holdings Ltd (the “**Company**”) dated December 31, 2024 (the “**Announcement**”) in relation to the Information System Procurement Agreement, pursuant to which the Group shall procure and purchase from Yinke Group information systems and software to be used for the business and operations of the Group. Unless the context otherwise requires, capitalized terms in this announcement shall have the same meanings as defined in the Announcement.

On February 14, 2025, JF Information, a wholly owned subsidiary of the Company, and Yinke Chuangzhan agreed to revise the Information System Procurement Agreement in relation to the subject, consideration and payment term of the information systems and software to be procured from Yinke Group and supplement the delivery arrangement under the Information System Procurement Agreement by entering into the supplemental agreement of the Information System Procurement Agreement (the “**Supplemental Agreement**”). The Supplemental Agreement is the revision and supplement to the Information System Procurement Agreement and terms included in the Supplemental Agreement shall be incorporated into the Information System Procurement Agreement.

#### **Principal terms of the Supplemental Agreement**

- Date** : February 14, 2025
- Parties** : (1) JF Information (for and on behalf of the Group); and  
(2) Yinke Chuangzhan (for and on behalf of the Yinke Group)
- Subject matter** : The subject matter of the Information System Procurement Agreement shall be revised as that the Group shall procure and purchase 15 information systems and software from Yinke Group.

**Consideration and basis of determination** : The aggregate amount of fees (without tax) payable by the Group to the Yinke Group pursuant to the Information System Procurement Agreement as amended by the Supplemental Agreement shall be RMB23,540,659.88 (the “**Consideration**”).

The Consideration was determined after arm’s length negotiation between the two parties with reference to the demand and budget of the Group for the information systems and software and the estimated cost of procuring such the information systems and software (with reference to the appraised fair value assessed by an independent valuer engaged by the Company (the “**Valuer**”)).

Based on the valuation methodology used by the Valuer as disclosed in the Announcement, the assessed value (without tax) of the information systems and software under the Supplemental Agreement is RMB23,540,659.88.

**Payment term** : The pricing policy of the Information System Procurement Agreement was removed according to the Supplemental Agreement.

The Consideration shall be settled in cash by the Group within 10 working days after receipt of the invoice from the Yinke Group, which is expected to be on or around November 28, 2025.

**Delivery** : The Yinke Group shall deliver the procured information systems and software to the Group and provide auxiliary support for installation and commissioning.

## **REASONS AND BENEFITS FOR THE SUPPLEMENTAL AGREEMENT**

The Supplemental Agreement was entered into to specify the details of the Information System Procurement Agreement.

Yinke Group’s longstanding relationship with the Group has allowed it to gain a comprehensive understanding of the Group’s business demands and operational nuances. By leveraging its deep understanding, Yinke Group can customise its information systems and software to align precisely with the Group’s workflows and processes. This customisation ensures not only compatibility but optimises operational efficiency, reducing the time and costs needed for integration and training.

## **OPINION FROM THE BOARD**

The Directors (including all the independent non-executive Directors) are of the view that the terms of the Information System Procurement Agreement as revised and supplemented by the Supplemental Agreement and the Supplemental Agreement were determined after arm’s length negotiations, and the transactions contemplated thereunder are conducted in the ordinary and usual course of business of the Group and are on normal commercial terms and, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Yinke Chuangzhan is an indirect wholly-owned subsidiary of Yintech Holdings. Accordingly, each of Mr. CHEN Wenbin, Mr. YAN Ming and Ms. CHEN NINGFENG has abstained from voting on the relevant Board resolution approving the Supplemental Agreement. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, save as disclosed above, no other Director has material interest in the Supplemental Agreement which would otherwise be required to abstain from voting on the relevant Board resolution approving the Supplemental Agreement.

## **INFORMATION ON THE PARTIES**

The Group is a leading online investment decision-making solution provider in the PRC with a focus on the online investor content service market. The Group offers various softwares to help individual investors better understand the financial market and make investment plans or decisions.

JF Information is a company established in the PRC on July 23, 2021, and an indirect wholly-owned subsidiary of the Company. It is principally engaged in technology services, development, sales and consulting.

Yinke Chuangzhan is a company established in the PRC on April 14, 2015, and an indirect wholly-owned subsidiary of Yintech Holdings. Yinke Chuangzhan and its subsidiaries are principally engaged in investment, provision of technical consulting and development services.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, Yinke Chuangzhan is an indirect wholly-owned subsidiary of Yintech Holding, which is ultimately held by Mr. CHEN Wenbin, Mr. YAN Ming and Ms. CHEN NINGFENG, all being Directors and controlling shareholders of the Company, as to 36.14%, 23.72% and 21.10%, respectively. Accordingly, Yinke Chuangzhan is a connected person of the Company and the transaction contemplated under the Information System Procurement Agreement as revised and supplemented by the Supplemental Agreement together with the Supplemental Agreement as a whole constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the Information System Procurement Agreement as revised and supplemented by the Supplemental Agreement together with the Supplemental Agreement as a whole is more than 0.1% but less than 5%, the Information System Procurement Agreement as revised and supplemented by the Supplemental Agreement together with the Supplemental Agreement as a whole and the transaction contemplated thereunder are subject to the reporting and announcement requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

By order of the Board  
**JF SmartInvest Holdings Ltd**  
**CHEN Wenbin**  
*Chairman of the Board*

Hong Kong, China, February 14, 2025

*As at the date of this announcement, the executive Directors are Mr. CHEN Wenbin, Mr. CHEN Jigeng and Mr. ZHANG Peihong, the non-executive Directors are Mr. YAN Ming and Ms. CHEN NINGFENG and the independent non-executive Directors are Dr. ZHAO Guoqing, Mr. FAN Yonghong and Mr. TIAN Shu.*