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Dafy Holdings Limited
達飛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1826)

CLARIFICATION ANNOUNCEMENT
IN RELATION TO RENEWAL OF CONTINUING CONNECTED
TRANSACTIONS
ENTERING INTO NEW LEASE AGREEMENTS IN RESPECT OF
(1) RISK MANAGEMENT AND OPERATIONS MANAGEMENT SYSTEM
AND (2) HARDWARE AND SOFTWARE SYSTEM IN CONNECTION WITH
ONLINE CREDIT FACILITATION BUSINESS

Reference is made to the announcements of Dafy Holdings Limited (the “**Company**”) dated 21 September 2018 (the “**1st CCT Announcement**”) and 17 December 2018 (the “**2nd CCT Announcement**”). Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the 2nd CCT Announcement.

The Company would like to supplement and clarify the 2nd CCT Announcement with the following information.

CLARIFICATION REGARDING THE LISTING RULES IMPLICATIONS

As disclosed in the 2nd CCT Announcement, as the Existing Lease Agreement 1 and Existing Lease Agreement 2 will expire on 31 December 2018, on 17 December 2018 (after trading hours), Shangrao entered into New Lease Agreement 1 and New Lease Agreement 2 respectively with Shenzhen Dafy and Dafy Yundai.

Pursuant to Rule 14A.81 of the Listing Rules, the Stock Exchange may require a listed issuer to aggregate a series of transactions and treat them as if they were one transaction if they were all entered into or completed within a 12-month period or are otherwise related.

As the Existing Lease Agreements and the New Lease Agreements were entered into by the Group with the same parties within a 12-month period, Rule 14A.81 of the Listing Rules regarding aggregation of transactions shall be applied to the Existing Lease Agreements and the New Lease Agreements. As all the relevant percentage ratios (as defined under the

Listing Rules) when aggregated with the Existing Lease Agreements are less than 5% but the total consideration when aggregated with the Existing Lease Agreements is more than HK\$3,000,000, the New Lease Agreements and the transactions contemplated thereunder are subject to the annual reporting, annual review and announcement requirements but are exempt from the circular (including independent financial advice) and the independent shareholders' approval requirements under Rule 14A.76 of the Listing Rules.

CAP FOR THE EXISTING LEASE AGREEMENTS AND THE NEW LEASE AGREEMENTS

As disclosed in the 1st CCT Announcement, the annual caps in respect of the Existing Lease Agreement 1 and the Existing Lease Agreement 2 for the year ended 31 December 2018 are RMB570,000 and RMB550,000 respectively. As disclosed in the 2nd CCT Announcement, the annual caps in respect of the New Lease Agreement 1 and the New Lease Agreement 2 for the year ended 31 December 2019 are RMB980,000 and RMB970,000 respectively.

As such, the Company has set a cap in respect of the aggregate fees payable by Shangrao to Shenzhen Dafy and Dafy Yundai during the term of the Existing Lease Agreements and the New Lease Agreements, which shall not exceed RMB3,070,000.

By Order of the Board
Dafy Holdings Limited
Ng Kin Siu

Executive Director and Chief Executive Officer

Hong Kong, 20 December 2018

As at the date of this announcement, the executive Directors are Mr Gao Yunhong, Mr Qi Gang, Mr Lu Xin and Mr Ng Kin Siu; and the independent non-executive Directors are Mr Chan Yuk Sang, Mr Wan Chi Wai Anthony and Mr Lau Kwok Fai Patrick.