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CONFIDENCE INTELLIGENCE HOLDINGS LIMITED

信 懇 智 能 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1967)

DISCLOSEABLE TRANSACTION IN RELATION TO THE SUBSCRIPTION OF BONDS

THE SUBSCRIPTION OF BONDS

On 27 September 2023, the Company as the subscriber entered into the Subscription Agreement with the Issuer, pursuant to which the Company has agreed to subscribe for, and the Issuer has conditionally agreed to issue the Bonds in a principal amount of HK\$14,000,000.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Subscription exceed 5% but are less than 25%, the Subscription constitutes a discloseable transaction of the Company, and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

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THE TERMS OF THE SUBSCRIPTION AGREEMENT

Details of the Subscription Agreement is summarized as follow:

- Date : 27 September 2024
- Parties : (1) the Company as the subscriber
(2) InvesTech Finance Limited as the Issuer
- Subscription amount : HK\$14,000,000 which shall be an amount equal to the principal amount of the Bonds payable in cash
- Conditions Precedent : The issuance of the Bonds is conditional upon the following conditions being fulfilled at or before 4:00pm (Hong Kong time) within seven Business Days from the date of the Subscription Agreement (or such later time and date as the Subscriber and the Company shall agree in writing)
- (i) all necessary consents and approvals as may be obtained by the Company and the Issuer having been obtained in respect of the issue and subscription of the Bonds from the relevant authorities, regulatory bodies, shareholders and or otherwise; and
 - (ii) there being no event of default (as defined in the instrument of bonds) having occurred or occurring;
- Completion shall be taken place when the above conditions precedent have been fulfilled.

PRINCIPAL TERMS OF THE BONDS

- Issuer : InvesTech Finance Limited
- Issue date : 29 September 2024
- Principal amount of the Bond : HK\$14,000,000
- Coupon rate and interest payment date : 8.0% per annum on the principal amount of the Bonds (payable on the maturity date of the Bonds)
- Maturity date : the first anniversary of the issue date of the Bonds (i.e. 29 September 2025)

- Redemption upon maturity : the Issuer will redeem all outstanding principal amount of the Bonds on the maturity date of the Bonds
- Transferability of the Bonds : The Bonds are freely transferrable by the Company to any person subject to compliance with all applicable laws and any transfer of the Bonds may be in respect of the whole or any part of the Bonds

FUNDING OF THE SUBSCRIPTION

The Group will finance the Subscription by internal resources of the Group.

INFORMATION OF THE GROUP

The Company is an investment holding company. The Group is an electronic manufacturing services provider offering comprehensive assembling and production services of printed circuit board assembly (the “PCBAs”) in the PRC that integrate research and design, selection and procurement of raw materials, assembling of PCBAs, quality control, testing, logistics and after sales services.

INFORMATION OF THE ISSUER

The Issuer is a company incorporated in Hong Kong with limited liability. The principal activity of the Issuer is provision of money lending services in Hong Kong under the Money Lender Ordinance (Chapter 163 of the Laws of Hong Kong). The ultimate beneficial owner of the Issuer is Ms. Cheung Hing Ling.

To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, as at the date of this announcement, the Issuer and its ultimate beneficial owner are Independent Third Parties.

REASONS AND BENEFITS FOR THE SUBSCRIPTION

The Group subscribed to the Bonds primarily for investment purposes. The Company subscribed the unlisted bonds with a principal amount of HK\$20 million issued by the Issuer since 29 September 2022 and the said bonds will be matured on 28 September 2024. The Issuer has fulfilled its obligation and made the full and timely payment of interests on the outstanding principal since its issuance in 2022. The Company reviewed the prevailing interest rate environment, which is in a declining trend, in particular the reduction of interest rate by Federal Reserve of the United States in September 2024. Moreover, having considered the timely payment history of interests by the Issuer and the working capital requirement of the Group, the Directors are of the view that the Subscription offers an opportunity to diversify the Group’s income stream and generate stable return with a comparatively high interest rate of 8% per annum. The Directors consider that the terms of the Subscription Agreement are fair and reasonable and the Subscription is in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Subscription exceed 5% but are less than 25%, the Subscription constitutes a discloseable transaction of the Company, and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

Terms or expressions used in this announcement shall, unless the context otherwise requires, have the meanings ascribed to them below:

“Bonds”	the unlisted bonds in the principal amount of HK\$14,000,000 with a coupon rate of 8% per annum
“Company”	Confidence Intelligence Holdings Limited (信懋智能控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1967)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	person(s) who is(are) third party(ies) independent of the Company and its connected persons (as defined under the Listing Rules)
“Issuer”	InvesTech Finance Limited, a company incorporated in Hong Kong with limited liability
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, which, for the purpose of this announcement, does not include Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan

“Share(s)”	ordinary share(s) of the Company
“Shareholders”	holders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Bonds pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 27 September 2024 entered into between the Company and the Issuer in relation to the subscription of Bonds
“%”	per cent

By order of the Board
Confidence Intelligence Holdings Limited
Li Hao
Chairman

Hong Kong, 27 September 2024

As at the date of this announcement, the executive Directors are Mr. Li Hao, Mr. Zhang Bizhong, Mr. Xu Shizhen, Ms. Li Biqiong and Mr. Hao Xiangjun, and the independent non-executive Directors are Mr. Huang Jianfei, Mr. Wong Chun Sek Edmund and Ms. Mu Lingxia.