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## **FUTURE DATA GROUP LIMITED**

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

**(Stock Code: 8229)**

### **DISCLOSEABLE AND CONNECTED TRANSACTION PROVISION OF LOAN FACILITY TO CONNECTED PERSON**

#### **PROVISION OF LOAN FACILITY**

The Board would like to announce that on 15 October 2020 (after trading hours of the Stock Exchange), the Lender, being an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to provide the Borrower a loan facility of US\$1,150,000 (equivalent to approximately HK\$8,912,500) for a term of two years at an interest rate of 6.9% per annum.

#### **GEM LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratio(s) (as defined under the GEM Listing Rules) in respect of the transactions contemplated under the Loan Agreement is more than 5% but less than 25%, the entering into of the Loan Agreement constitutes a discloseable transaction on the part of the Company under the GEM Listing Rules, and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

Since LiquidTech, being the controlling shareholder of the Company, is wholly-owned by the Borrower as at the date of this announcement, the Borrower is a connected person of the Company and the entering into of the Loan Agreement constitutes a connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules.

As the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the transactions contemplated under the Loan Agreement are less than 25% and the total consideration is less than HK\$10,000,000, the entering into of the Loan Agreement is subject to reporting and announcement requirements but exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

As at the date of this announcement, since the Borrower is owned by Mr. Phung, Mr. Suh, Mr. Lee, Mr. Park Hyeoung Jin, Mr. Lee Sung Gue, Mr. Lee Je Eun and Ms. Marilyn Tang as to 26.14%, 25.34%, 14.71%, 14.03%, 14.03%, 3.40% and 2.35%, respectively and each of Mr. Phung, Mr. Suh and Mr. Lee is an executive Director, and Ms. Marilyn Tang is the spouse of Mr. Phung, each of Mr. Phung, Mr. Suh and Mr. Lee is therefore considered to have material interests in the Loan Agreement, and had abstained from voting at the Board meeting for approving the Loan Agreement and the transactions contemplated thereunder.

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## **THE LOAN AGREEMENT**

The principal terms of the Loan Agreement are set out below.

- Date : 15 October 2020
- Parties : (i) Global Telecom Company Limited, as the Lender; and  
(ii) Asia Media Systems Pte. Ltd., as the Borrower
- Principal amount of the Loan : US\$1,150,000 (equivalent to approximately HK\$8,912,500)
- The Loan shall be funded by internal resources of the Group.
- Drawdown of the Loan : The drawdown of the Loan shall be made in one lump sum directly to the Borrower or to the person or corporate designated by the Borrower at any time within one month from the date of the Loan Agreement.
- Interest : Interest for the Loan shall accrue from the date of drawdown of the Loan until payment in full at the rate of 6.9% per annum. Interest shall be payable by the Borrower on the date of expiry of the term of the Loan.
- Availability period : Two years from the date of drawdown of the Loan
- Repayment : The Borrower shall repay in full in one lump sum the principal amount of the Loan together with all interest accrued thereon and all other monies payable under the Loan Agreement on the date of expiry of the term of the Loan.

- Prepayment : The Borrower is entitled to make early repayment of the Loan in full or in part to the Lender by giving to the Lender not less than seven days prior written notice, specifying the amount to be repaid and the date on which the early repayment is to be made, and the Borrower shall, on the date of early repayment, pay to the Lender all accrued interest on the amount to be early repaid.
- Default interest : Without prejudice to any other right or remedy of the Lender, if the Borrower defaults in the payment on the due date of any sum payable under the Loan Agreement, the Borrower shall pay interest on the overdue sum from the due date to the date of actual payment in full (both before and after judgement) at the rate of 10% per annum.

## **INFORMATION OF THE PARTIES TO THE LOAN AGREEMENT**

The Company is an investment holding company and the Group is principally engaged in the provision of (i) system integration; (ii) cyber security services; and (iii) maintenance services in Korea and Hong Kong.

The Lender is a company incorporated in Korea with limited liability and an indirect wholly-owned subsidiary of the Company. It is principally engaged in the provision of system integration and maintenance services.

The Borrower is a company incorporated in Singapore with limited liability. As at the date of this announcement, LiquidTech is interested in 262,917,327 Shares, representing approximately 65.73% of the issued share capital of the Company. As LiquidTech is wholly-owned by the Borrower, the Borrower is a controlling shareholder of the Company. As at the date of this announcement, the Borrower is owned by Mr. Phung, Mr. Suh, Mr. Lee, Mr. Park Hyeoung Jin, Mr. Lee Sung Gue, Mr. Lee Je Eun and Ms. Marilyn Tang as to 26.14%, 25.34%, 14.71%, 14.03%, 14.03%, 3.40% and 2.35%, respectively. Each of Mr. Phung, Mr. Suh and Mr. Lee is an executive Director, and Ms. Marilyn Tang is the spouse of Mr. Phung. As such, the Borrower is a connected person of the Company under the GEM Listing Rules.

## **REASONS FOR AND BENEFITS OF THE TRANSACTION**

The terms of the Loan Agreement were determined after arm's length negotiations between the parties thereto.

Having considered that (i) the provision of the loan facility pursuant to the Loan Agreement will generate stable revenue to the Group from the interest income; and (ii) the terms of the Loan Agreement (including the interest rate) were determined with reference to the applicable provision in relation to interest rate of a loan transaction between related parties under the Enforcement Regulation of the Corporate Tax Act of Korea (the Ordinance of the Ministry of Strategy and Finance No.507), the prevailing benchmark lending rate, prevailing commercial practice, the financial background of the Borrower and the amount of the Loan, the Board (excluding Mr. Phung, Mr. Suh and Mr. Lee who abstained from voting at the Board meeting for approving the Loan Agreement and the transactions contemplated thereunder but including the independent non-executive Directors) considers that (i) the Loan Agreement was entered into on normal commercial terms; and (ii) the terms of the Loan Agreement are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratio(s) (as defined under the GEM Listing Rules) in respect of the transactions contemplated under the Loan Agreement is more than 5% but less than 25%, the entering into of the Loan Agreement constitutes a discloseable transaction on the part of the Company under the GEM Listing Rules, and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

Since LiquidTech, being the controlling shareholder of the Company, is wholly-owned by the Borrower as at the date of this announcement, the Borrower is a connected person of the Company and the entering into of the Loan Agreement constitutes a connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules.

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As at the date of this announcement, since the Borrower is owned by Mr. Phung, Mr. Suh, Mr. Lee, Mr. Park Hyeoung Jin, Mr. Lee Sung Gue, Mr. Lee Je Eun and Ms. Marilyn Tang as to 26.14%, 25.34%, 14.71%, 14.03%, 14.03%, 3.40% and 2.35%, respectively and each of Mr. Phung, Mr. Suh and Mr. Lee is an executive Director, and Ms. Marilyn Tang is the spouse of Mr. Phung, each of Mr. Phung, Mr. Suh and Mr. Lee is therefore considered to have material interests in the Loan Agreement, and had abstained from voting at the Board meeting for approving the Loan Agreement and the transactions contemplated thereunder.

## **DEFINITIONS**

Unless the context otherwise requires, capitalised terms used in this announcement shall have the following meanings:

“Board”	the board of Directors
“Borrower”	Asia Media Systems Pte. Ltd., being a company incorporated in Singapore with limited liability and a controlling shareholder of the Company, and is owned by Mr. Phung, Mr. Suh, Mr. Lee, Mr. Park Hyeoung Jin, Mr. Lee Sung Gue, Mr. Lee Je Eun and Ms. Marilyn Tang as to 26.14%, 25.34%, 14.71%, 14.03%, 14.03%, 3.40% and 2.35%, respectively as at the date of this announcement
“Company”	Future Data Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM (stock code: 8229)
“connected person”	has the meaning ascribed thereto under the GEM Listing Rules
“controlling shareholder”	has the meaning ascribed thereto under the GEM Listing Rules

“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Korea”	the Republic of Korea
“Lender”	Global Telecom Company Limited, being a company incorporated in Korea with limited liability and an indirect wholly-owned subsidiary of the Company
“LiquidTech”	LiquidTech Limited, being a company incorporated in the British Virgin Islands with limited liability and wholly-owned by the Borrower as at the date of this announcement
“Loan”	the term loan facility in the principal amount of US\$1,150,000 (equivalent to approximately HK\$8,912,500) granted by the Lender to the Borrower pursuant to the terms and conditions of the Loan Agreement
“Loan Agreement”	the loan agreement dated 15 October 2020 and entered into between the Lender and the Borrower in relation to the grant of the loan facility of US\$1,150,000 (equivalent to approximately HK\$8,912,500) to the Borrower for a term of two years at an interest rate of 6.9% per annum
“Mr. Lee”	Mr. Lee Seung Han, being an executive Director and the Chief Executive Officer of the Company
“Mr. Phung”	Mr. Phung Nhuong Giang, being an executive Director and the Deputy Chairman of the Board
“Mr. Suh”	Mr. Suh Seung Hyun, being an executive Director and the Chairman of the Board
“Ms. Marilyn Tang”	Ms. Marilyn Tang, being the spouse of Mr. Phung
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Shares(s)
“Singapore”	the Republic of Singapore

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

*For the purpose of this announcement, unless otherwise indicated, conversion of US\$ into HK\$ is calculated at the approximate exchange rate of US\$1.00 to HK\$7.75. This exchange rate is adopted for the purpose of illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this rate or any other rates at all.*

By order of the Board  
**Future Data Group Limited**  
**Suh Seung Hyun**  
*Chairman*

Hong Kong, 15 October 2020

*As at the date of this announcement, the executive directors of the Company are Mr. Suh Seung Hyun, Mr. Phung Nhuong Giang, Mr. Lee Seung Han and Mr. Ryoo Seong Ryul, and the independent non-executive directors of the Company are Mr. Wong Sik Kei, Mr. Sum Chun Ho and Mr. Yung Kai Tai.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company at [www.futuredatagroup.com](http://www.futuredatagroup.com).*