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(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8229)

MAJOR TRANSACTIONS IN RELATION TO THE DISPOSALS OF PROPERTIES IN KOREA

Reference is made to the Circular dated 13 November 2020 in relation to the acquisition of Properties in Korea. As disclosed in the Circular, the Group planned to sell the Properties by the transfer of its status or rights under the Agreements.

THE LEEHAN DISPOSALS

The Board would like to announce that on 8 December 2020 (after trading hours of the Stock Exchange), Global Telecom (as seller), a wholly-owned subsidiary of the Company, entered into the LeeHan Disposal Agreements with LeeHan (as purchaser), pursuant to which Global Telecom agreed to transfer all of its rights and obligations under the relevant Agreements in respect of Properties A to LeeHan for a total purchase price of KRW473,960,000 (equivalent to approximately HK\$3,128,000), and LeeHan shall assume and perform all the payment obligations and liabilities of Global Telecom in relation to Properties A and pay the unpaid purchase price of KRW1,895,840,000 (equivalent to approximately HK\$12,513,000) in accordance with the terms and conditions of the LeeHan Acquisition Agreements.

THE I-CLOUD DISPOSALS

The Board would also like to announce that on 8 December 2020 (after trading hours of the Stock Exchange), Global Telecom (as seller) entered into the i-Cloud Disposal Agreements with i-Cloud (as purchaser), pursuant to which Global Telecom agreed to transfer all of its rights and obligations under the relevant Agreements in respect of Properties B to i-Cloud for a total purchase price of KRW461,586,000 (equivalent to approximately HK\$3,046,000), and i-Cloud shall assume and perform all the payment obligations and liabilities of Global Telecom in relation to Properties B and pay the unpaid purchase price of KRW1,846,344,000 (equivalent to approximately HK\$12,186,000) in accordance with the terms and conditions of the i-Cloud Acquisition Agreements.

IMPLICATIONS UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratio(s) (as defined under the GEM Listing Rules) in respect of the LeeHan Disposals is more than 25% but all of the percentage ratios are less than 75%, the entering into of the LeeHan Disposal Agreements constitutes a major transaction on the part of the Company under the GEM Listing Rules, and is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

As one or more of the applicable percentage ratio(s) (as defined under the GEM Listing Rules) in respect of the i-Cloud Disposals is more than 25% but all of the percentage ratios are less than 75%, the entering into of the i-Cloud Disposal Agreements constitutes a major transaction on the part of the Company under the GEM Listing Rules, and is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

WRITTEN SHAREHOLDER'S APPROVAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder (including LiquidTech) or any of their associates has any material interest in each of the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements and the transactions contemplated thereunder respectively. As such, no Shareholder would be required to abstain from voting on the relevant resolutions to approve each of the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements and the transactions contemplated thereunder respectively if the Company were to convene an extraordinary general meeting for the approval of each of the LeeHan Disposals and the i-Cloud Disposals.

As at the date of this announcement, LiquidTech, a controlling shareholder of the Company, directly holds 262,917,327 Shares, representing approximately 65.73% of the issued share capital of the Company, and written Shareholder's approval for each of the LeeHan Disposals and the i-Cloud Disposals has been obtained from LiquidTech. Accordingly, pursuant to Rule 19.44 of the GEM Listing Rules, such written Shareholders' approval may be accepted in lieu of holding a general meeting of the Company to approve each of the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements and the transactions contemplated thereunder respectively. As such, no general meeting will be convened for approving each of the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements and the transactions contemplated thereunder respectively.

As additional time is required for the preparation of the relevant information to be included in the circular, including the statement of indebtedness and statement of sufficiency of working capital of the Company, subject to the grant of waiver from strict compliance with Rule 19.41(a) of the GEM Listing Rules, the circular containing, among other things, (i) further information on each of the LeeHan Disposals and the i-Cloud Disposals; and (ii) the independent property valuation report on each of Properties A and Properties B, is expected to be despatched to the Shareholders on or before 29 January 2021.

Reference is made to the Circular in relation to the acquisition of Properties in Korea. As disclosed in the Circular, the Group planned to sell the Properties by the transfer of its status or rights under the Agreements.

THE LEEHAN DISPOSALS AND THE I-CLOUD DISPOSALS

The Board would like to announce that on 8 December 2020 (after trading hours of the Stock Exchange), Global Telecom (as seller), a wholly-owned subsidiary of the Company, entered into the LeeHan Disposal Agreements with LeeHan (as purchaser), pursuant to which Global Telecom agreed to transfer all of its rights and obligations under the relevant Agreements in respect of Properties A to LeeHan for a total purchase price of KRW473,960,000 (equivalent to approximately HK\$3,128,000), and LeeHan shall assume and perform all the payment obligations and liabilities of Global Telecom in relation to Properties A and pay the unpaid purchase price of KRW1,895,840,000 (equivalent to approximately HK\$12,513,000) in accordance with the terms and conditions of the LeeHan Acquisition Agreements.

The Board would also like to announce that on 8 December 2020 (after trading hours of the Stock Exchange), Global Telecom (as seller) entered into the i-Cloud Disposal Agreements with i-Cloud (as purchaser), pursuant to which Global Telecom agreed to transfer all of its rights and obligations under the relevant Agreements in respect of Properties B to i-Cloud for a total purchase price of KRW461,586,000 (equivalent to approximately HK\$3,046,000), and i-Cloud shall assume and perform all the payment obligations and liabilities of Global Telecom in relation to Properties B and pay the unpaid purchase price of KRW1,846,344,000 (equivalent to approximately HK\$12,186,000) in accordance with the terms and conditions of the i-Cloud Acquisition Agreements.

The LeeHan Disposal Agreements and the i-Cloud Disposal Agreements

The principal terms of the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements are set out as follows:

	The	LeeHan Disposal Agreements	The	i-Cloud Disposal Agreements
Date:	8 December 2020			
Parties:	(i) (ii)	Global Telecom (as seller); and LeeHan (as purchaser).	(i) (ii)	Global Telecom (as seller); and i-Cloud (as purchaser).

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of LeeHan, i-Cloud and their respective ultimate beneficial owner(s) is an Independent Third Party.

Assets to be disposed of:

Global Telecom agreed to transfer all of its rights and obligations under the relevant Agreements in respect of Properties A to LeeHan for a total purchase price of KRW473,960,000 (equivalent to approximately HK\$3,128,000).

Consideration:

LeeHan shall pay Global Telecom the purchase payment (VAT inclusive) of KRW473,960,000 (equivalent to approximately HK\$3,128,000) on the date of the LeeHan Disposal Agreements.

LeeHan shall assume and perform all the payment obligations and liabilities of Global Telecom in relation to Properties A and pay the unpaid intermediate payments and balance in accordance with the procedures and schedule set out in the LeeHan Acquisition Agreements; and Global Telecom shall cease to have any payment obligations and liabilities under the relevant Agreements in respect of Properties A upon the entering into of the LeeHan Acquisition Agreements.

Global Telecom agreed to transfer all of its rights and obligations under the relevant Agreements in respect of Properties B to i-Cloud for a total purchase price of KRW461,586,000 (equivalent to approximately HK\$3,046,000).

i-Cloud shall pay Global Telecom the purchase payment (VAT inclusive) of KRW461,586,000 (equivalent to approximately HK\$3,046,000) on the date of the i-Cloud Disposal Agreements.

i-Cloud shall assume and perform all the payment obligations and liabilities of Global Telecom in relation to Properties B and pay the unpaid intermediate payments and balance in accordance with the procedures and schedule set out in the i-Cloud Acquisition Agreements; and Global Telecom shall cease to have any payment obligations and liabilities under the relevant Agreements in respect of Properties B upon the entering into of the i-Cloud Acquisition Agreements.

Each of the LeeHan Acquisition Agreements and the i-Cloud Acquisition Agreements have also been entered into on the date of this announcement.

Each of the consideration under the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements, which is equivalent to the purchase price of each of Properties A and Properties B under the relevant Agreements, was determined after arm's length negotiations between the parties thereto on normal commercial terms, after taking into account, (i) the purchase price of, and the purchase price actually paid by Global Telecom in respect of, each of Properties A or Properties B (as the case may be) under the relevant Agreements; (ii) the location, area, pillar layout of each unit of the Properties A or Properties B (as the case may be); (iii) the prevailing market price of other comparable properties located in the nearby location of Properties A and Properties B; and (iv) the information set out under the section headed "Reasons for and benefits of the Disposals" in this announcement.

Closing:

Closing shall take place on the date of the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements.

Termination:

If Global Telecom fails to perform the terms and conditions of the LeeHan Disposal Agreements,

- (i) LeeHan may serve written notice to Global Telecom demanding its performance or terminate the LeeHan Disposal Agreements, and claim compensation for damages from Global Telecom resulting from such termination; and
- (ii) Global Telecom shall refund the amount of purchase price paid by LeeHan in full upon termination of the LeeHan Disposal Agreements.

If LeeHan fails to perform the terms and conditions of the LeeHan Disposal Agreements,

- (i) Global Telecom may serve written notice to LeeHan demanding its performance or terminate the LeeHan Disposal Agreements, and claim compensation for damages from LeeHan resulting from such termination; and
- (ii) Global Telecom shall be entitled to retain all of the purchase price paid by LeeHan upon termination of the LeeHan Disposal Agreements.

If Global Telecom fails to perform the terms and conditions of the i-Cloud Disposal Agreements,

- (i) i-Cloud may serve written notice to Global Telecom demanding its performance or terminate the i-Cloud Disposal Agreements, and claim compensation for damages from Global Telecom resulting from such termination; and
- (ii) Global Telecom shall refund the amount of purchase price paid by i-Cloud in full upon termination of the i-Cloud Disposal Agreements.

If i-Cloud fails to perform the terms and conditions of the i-Cloud Disposal Agreements,

- (i) Global Telecom may serve written notice to i-Cloud demanding its performance or terminate the i-Cloud Disposal Agreements, and claim compensation for damages from i-Cloud resulting from such termination; and
- (ii) Global Telecom shall be entitled to retain all of the purchase price paid by i-Cloud upon termination of the i-Cloud Disposal Agreements.

INFORMATION ON PROPERTIES A AND PROPERTIES B

Each of Properties A and Properties B comprise of three and three properties located at 12, 12-1, Dangsan-dong 1-ga, Yeongdeungpo-gu, Seoul, Korea with a total floor area of approximately 230.53 square meters and 223.47 square metres, respectively. The construction of the Think Factory Industrial Cluster commenced in May 2020 and the Think Factory Industrial Cluster is still under construction as at the date of this announcement. The expected date of occupancy of the Think Factory Industrial Cluster will be in or around October 2022, which is subject to change depending on the progress of construction.

Pursuant to the terms and conditions of the relevant Agreements, Properties A and Properties B shall be used for businesses which are permitted to move into the Knowledge Industry Center under the Industrial Cluster Act (i.e. manufacturing, knowledge, information and communications and support facilities).

INFORMATION ON LEEHAN AND I-CLOUD

LeeHan is a company incorporated in Korea with limited liability and is principally engaged in the provision of network integration, consulting service and software development. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, LeeHan is eligible to move into Properties A under the Industrial Cluster Act.

i-Cloud is a company incorporated in Korea with limited liability and is principally engaged in the provision of intellectual technology service in Korea. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, i-Cloud is eligible to move into Properties B under the Industrial Cluster Act.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of LeeHan, i-Cloud and their respective ultimate beneficial owner(s) is a third party independent of each other.

FINANCIAL EFFECT OF THE DISPOSALS AND USE OF PROCEEDS

Subject to further audit procedures to be performed by the auditors of the Company, no material gain or loss is expected to be recognised by the Group, as the consideration under each of the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements is equivalent to the purchase price of each of Properties A and Properties B under the relevant Agreements. The actual amount of gain or loss as a result of the Disposals to be recorded by the Group will be subject to the review and final audit by the auditors of the Company.

The estimated net proceeds from the Disposals will amount to approximately KRW935,546,000 (equivalent to approximately HK\$6,175,000). It is intended that the net proceeds from the Disposals to be used for (i) repayment of bank loans borrowed in Korea; and (ii) general working capital of the Group.

REASONS FOR AND BENEFITS OF THE DISPOSALS

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. Global Telecom is a company incorporated in Korea and is classified as an information communication technology company under the Industrial Cluster Act.

The Group has transferred all its rights and obligations under the relevant Agreements in respect of Properties A and Properties B at the break-even level in order to improve its liquidity. Due to severity of the current COVID-19 pandemic, the demand for the Properties was not as high as expected, and hence the purchase price of the Properties has not increased in the way the Directors have predicted. As the real estate market sentiment is more of a buyer's market, the Group does not have a strong bargaining power on the purchase price of the Properties. Therefore, Global Telecom has entered into the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements without any material gain or loss being recognised.

Similar to Hong Kong, Korea is undergoing another wave of COVID-19 local transmission. Under the current situation, the Directors consider that the general real estate will be under higher selling pressure in the near future, and hence the Board does not see any high upside price potential for the Properties. Having said that, since the Properties are part of the government subsidised Think Factory Industrial Cluster, the Directors consider that the prices of the Properties will not have any downside risk. Going forward, the Group will continue to dispose of the remaining Properties but may not make any profit, as in the cases of Properties A and Properties B, so as to further improve its liquidity.

As disclosed in the Circular, Global Telecom has sought to obtain prior approval from Korea Trust, SK D&D and other parties in relation to the transfer of Global Telecom's status or rights under the Agreements to other third party(ies). As at the date of this announcement, such prior approval in respect of Properties A and Properties B have been obtained by Global Telecom.

In light of the above, the Directors (including the independent non-executive Directors) consider that the terms of each of the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements (including the respective consideration thereunder) and each of the LeeHan Disposals and the i-Cloud Disposals are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratio(s) (as defined under the GEM Listing Rules) in respect of the LeeHan Disposals is more than 25% but all of the percentage ratios are less than 75%, the entering into of the LeeHan Disposal Agreements constitutes a major transaction on the part of the Company under the GEM Listing Rules, and is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

As one or more of the applicable percentage ratio(s) (as defined under the GEM Listing Rules) in respect of the i-Cloud Disposals is more than 25% but all of the percentage ratios are less than 75%, the entering into of the i-Cloud Disposal Agreements constitutes a major transaction on the part of the Company under the GEM Listing Rules, and is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

WRITTEN SHAREHOLDER'S APPROVAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder (including LiquidTech) or any of their associates has any material interest in each of the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements and the transactions contemplated thereunder respectively. As such, no Shareholder would be required to abstain from voting on the relevant resolutions to approve each of the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements and the transactions contemplated thereunder respectively if the Company were to convene an extraordinary general meeting for the approval of each of the LeeHan Disposals and the i-Cloud Disposals.

As at the date of this announcement, LiquidTech, a controlling shareholder of the Company, directly holds 262,917,327 Shares, representing approximately 65.73% of the issued share capital of the Company, and written Shareholder's approval for each of the LeeHan Disposals and the i-Cloud Disposals has been obtained from LiquidTech. Accordingly, pursuant to Rule 19.44 of the GEM Listing Rules, such written Shareholders' approval may be accepted in lieu of holding a general meeting of the Company to approve each of the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements and the transactions contemplated thereunder respectively. As such, no general meeting will be convened for approving each of the LeeHan Disposal Agreements and the i-Cloud Disposal Agreements and the transactions contemplated thereunder respectively.

As additional time is required for the preparation of the relevant information to be included in the circular, including the statement of indebtedness and the statement of sufficiency of working capital of the Company, subject to the grant of waiver from strict compliance with Rule 19.41(a) of the GEM Listing Rules, the circular containing, among other things, (i) further information on each of the LeeHan Disposals and the i-Cloud Disposals; and (ii) the independent property valuation report on each of Properties A and Properties B, is expected to be despatched to the Shareholders on or before 29 January 2021.

DEFINITIONS

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

"Agreements" the 17 agreements dated 14 May 2020 and entered into

amongst Global Telecom (as purchaser), Korea Trust (as vendor and trustee of the Properties of SK D&D), SK D&D (as property developer) and Taeyoung Engineering (as construction company) in relation to the acquisition of the

Properties

"Board" board of Directors

"Circular" the circular of the Company dated 13 November 2020

in relation to the acquisition of the Properties by Global Telecom from Korea Trust pursuant to the terms and

conditions of the Agreements

"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(s)" has the meaning ascribed thereto under the GEM Listing

Rules

"controlling shareholder" has the meaning ascribed thereto under the GEM Listing

Rules

"Director(s)" director(s) of the Company

"Disposals" collectively, the LeeHan Disposals and the i-Cloud

Disposals

"GEM" GEM of the Stock Exchange

"GEM Listing Rules" the Rules Governing the Listing of Securities on GEM

"Global Telecom" Global Telecom Co., Ltd., a company incorporated in Korea

with limited liability and a wholly-owned subsidiary of the

Company

"Group" the Company and its subsidiaries

"Hong Kong" the Hong Kong Special Administrative Region of the PRC

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong

"i-Cloud" i-Cloud Co, Ltd.#, a company incorporated in Korea with limited liability "i-Cloud Acquisition Agreements" the three agreements dated 8 December 2020 and entered into amongst i-Cloud (as purchaser), Korea Trust (as vendor and trustee of Properties B of SK D&D), SK D&D (as property developer) and Taeyoung Engineering (as construction company) in respect of the acquisition of Properties B "i-Cloud Disposals" the transfer of all of Global Telecom's rights and obligations under the relevant Agreements in respect of Properties B to i-Cloud pursuant to the terms and conditions of the i-Cloud Disposal Agreements "i-Cloud Disposal Agreements" the three agreements dated 8 December 2020 and entered into between Global Telecom (as seller) and i-Cloud (as purchaser) in relation to the i-Cloud Disposals "Independent Third Party" any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the GEM Listing Rules "Industrial Cluster Act" Industrial Cluster Development and Factory Establishment Act under the laws of Korea "Knowledge Industry Center" a multi-storey complex that may be occupied by multiple persons engaged in businesses related to manufacturing, knowledge, information and communications and support

facilities as defined under the Industrial Cluster Act

"Korea" the Republic of Korea

"Korea Trust" Korea Trust Co., Ltd.#, being a company incorporated in

Korea, and the vendor and trustee of the Properties of SK

D&D

"KRW" Korean Won, the lawful currency of Korea

"LeeHan" LeeHanNS Co., Ltd.#, a company incorporated in Korea

with limited liability

"LeeHan Acquisition Agreements" the three agreements dated 8 December 2020 and entered into amongst LeeHan (as purchaser), Korea Trust (as vendor and trustee of Properties A of SK D&D), SK D&D (as property developer) and Taeyoung Engineering (as construction company) in respect of the acquisition of Properties A "LeeHan Disposals" the transfer of all of Global Telecom's rights and obligations under the relevant Agreements in respect of Properties A to LeeHan pursuant to the terms and conditions of the LeeHan Disposal Agreements "LeeHan Disposal Agreements" the three agreements dated 8 December 2020 and entered into between Global Telecom (as seller) and LeeHan (as purchaser) in relation to the LeeHan Disposals "LiquidTech" LiquidTech Limited, a company incorporated in the British Virgin Islands with limited liability and a controlling shareholder of the Company "PRC" the People's Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan "Properties" all 17 properties located at 12, 12-1, Dangsan-dong 1-ga, Yeongdeungpo-gu, Seoul, Korea with a total floor area of approximately 1,270.78 square metres "Properties A" three of the Properties with a total floor area of approximately 230.53 square metres, being the subject properties under the LeeHan Disposal Agreements "Properties B" three of the Properties with a total floor area of approximately 223.47 square metres, being the subject properties under the i-Cloud Disposal Agreements

"Share(s)" ordinary share(s) of HK\$0.01 each in the capital of the

Company

"Shareholder(s)" holder(s) of the Share(s)

"SK D&D" SK D&D Co., Ltd.#, being a company incorporated in

Korea, the issued shares of which are listed on KOSPI of the Korea Exchange (stock code: 210980:KS), and the

property developer of the Properties

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"Taeyoung Engineering"

Taeyoung Engineering and Construction Co., Ltd.*, being a company incorporated in Korea with limited liability, the issued shares of which are listed on KOSPI of the Korea Exchange (stock code: 009410:KS), and the construction company of the Properties

"Think Factory Industrial Cluster"

Think Factory Industrial Cluster to be erected on 12, 12-1, Dangsan-dong 1-ga, Yeongdeungpo-gu, Seoul, Korea, of which the Properties will form part

"%"

per cent.

For the purpose of this announcement, unless otherwise indicated, conversions of KRW into HK\$ is calculated at the approximate exchange rates of KRW1.00 to HK\$0.0066. These exchange rates are adopted for the purpose of illustration purpose only and do not constitute a representation that any amounts have been, could have been, or may be, exchanged at these rates or any other rates at all.

the English translation of Korean names or words in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English translation of such Korean names or words.

By Order of the Board

Future Data Group Limited

Suh Seung Hyun

Chairman

Hong Kong, 8 December 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 for at least 7 days from the date of its publication and on the website of the Company at www.futuredatagroup.com.