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If you have sold or transferred all your shares in **REF Holdings Limited**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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REF Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1631)

**MAJOR TRANSACTION
IN RELATION TO LEASE AGREEMENTS**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 3 to 7 of this circular.

The transaction being the subject matter of this circular has been approved in writing by the controlling Shareholder in lieu of holding of a general meeting pursuant to the Listing Rules and this circular is being despatched to the Shareholders for information only.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Company”	REF Holdings Limited, an exempted company incorporated with limited liability in the Cayman Islands and the Shares of which are listed on of the Stock Exchange (Stock code: 1631)
“connected person”	has the meaning ascribed to it under Listing Rules
“Directors”	the directors of the Company
“Group”	collectively, the Company and its subsidiaries from time to time
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“HKFRS 16”	Hong Kong Financial Reporting Standard 16 “Leases” issued by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner, to the best of the Directors’ knowledge, information and belief having made all reasonable enquires, is/are not connected persons of the Company and is/are third party independent of the Company and its connected persons in accordance with the Listing Rules
“Latest Practicable Date”	18 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Lease Agreement 1”	an agreement entered into between the Lessee and Lessor 1 on 28 March 2024 (after trading hours) for the lease of Premises 1
“Lease Agreement 2”	an agreement entered into between the Lessee and Lessor 2 on 28 March 2024 (after trading hours) for the lease of Premises 2
“Lease Agreements”	collectively the Lease Agreement 1 and the Lease Agreement 2 and the lease thereto shall be the “Lease” and collectively the “Leases”

DEFINITIONS

“Lessee” or “REF Financial Press”	REF Financial Press Limited, a wholly-owned subsidiary of the Company
“Lessor 1”	The Center (59) Limited, a company incorporated in the British Virgin Islands and owned by an Independent Third Party
“Lessor 2”	The Center (61) Limited, a company incorporated in the British Virgin Islands and owned by an Independent Third Party
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Premises”	collectively Premises 1 and Premises 2
“Premises 1”	all those office nos. 5906–5912 on 59th Floor of The Center, 99 Queen’s Road Central, Hong Kong
“Premises 2”	all those office nos. 6107–6109 on 61st Floor of The Center, 99 Queen’s Road Central, Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the ordinary Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD

REF Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1631)

Executive Director:

Ms. Fan Jia Yin

Non-executive Director:

Mr. Lau Man Tak (*Chairman*)

Independent Non-executive Directors:

Mr. Lee Hon Man Eric

Mr. Leung Chi Hung

Mr. Wong Kun Kau

Registered office:

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman

KY1-1108

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Units 5906–5912, 59th Floor

The Center, 99 Queen's Road Central

Hong Kong

23 April 2024

To the Shareholders

Dear Sir/Madam,

**MAJOR TRANSACTION
IN RELATION TO THE LEASE AGREEMENTS**

INTRODUCTION

Reference is made to the announcement of the Company dated 28 March 2024 whereby the Board announced that REF Financial Press, a wholly-owned subsidiary of the Company, as lessee, entered into the Lease Agreements in respect of the lease of Premises 1 and Premises 2 with Lessor 1 and Lessor 2 respectively, both Independent Third Parties, as lessors for a period commencing from 1 April 2024 to 31 March 2027 (both days inclusive).

The purpose of this circular is to provide you with, among other things, further information of the Lease Agreements and the transactions contemplated thereunder and other information as required under the Listing Rules.

THE LEASE AGREEMENTS

The Board announces that on 28 March 2024 (after trading hours), REF Financial Press, a wholly-owned subsidiary of the Company, as lessee, entered into the Lease Agreements in respect of the lease of Premises 1 and Premises 2 with Lessor 1 and Lessor 2 respectively, as lessors, for a period commencing from 1 April 2024 to 31 March 2027 (both days inclusive).

LETTER FROM THE BOARD

Lease Agreement 1

The principal terms of the Lease Agreement 1 are set out below:

Lessee:	REF Financial Press, a wholly-owned subsidiary of the Company
Lessor 1:	The Center (59) Limited, an Independent Third Party
	To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, Lessor 1 is ultimately owned by Mrs. Chu Yuet Wah and Lessor 1 and its ultimate beneficial owner are Independent Third Parties
Premises:	All those office nos. 5906–5912 on 59th Floor of The Center, 99 Queen's Road Central, Hong Kong
Term of lease:	1 April 2024 to 31 March 2027
Total rent payable:	The total rent payable under Lease Agreement 1, exclusive of air conditioning, management charges, government rent and rates and other outgoing charges, is HK\$923,580 per month
Security Deposit:	HK\$3,390,232.20
Rent-free period:	2 months from 1 April 2024
Right-of-use asset value:	A total of approximately HK\$29.1 million covering whole of lease term

The terms of the Lease Agreement 1 were determined after arm's length negotiations between Lessor 1 and the Lessee and with reference to the prevailing market rental for properties of similar type, age and location.

Lease Agreement 2

The principal terms of the Lease Agreement 2 are set out below:

Lessee:	REF Financial Press, a wholly-owned subsidiary of the Company
Lessor 2:	The Center (61) Limited, an Independent Third Party
	To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, Lessor 2 is ultimately owned by Mrs. Chu Yuet Wah and Lessor 2 and its ultimate beneficial owner are Independent Third Parties
Premises:	All those office nos. 6107–6109 on 61st Floor of The Center, 99 Queen's Road Central, Hong Kong

LETTER FROM THE BOARD

Term of lease:	1 April 2024 to 31 March 2027
Total rent payable:	The total rent payable under Lease Agreement 2, exclusive of air conditioning, management charges, government rent and rates and other outgoing charges, is HK\$420,147 per month
Security Deposit:	HK\$1,542,266.28
Rent-free period:	2 months from 1 April 2024
Right-of-use asset value:	A total of approximately HK\$13.3 million covering whole of lease term

The terms of the Lease Agreement 2 were determined after arm's length negotiations between Lessor 2 and the Lessee and with reference to the prevailing market rental for properties of similar type, age and location.

The Company had informally assessed the market rental for prime office space similar to the Premises under Lease Agreement 1 and Lease Agreement 2 in the area of Central, Hong Kong. The price per square foot compared would be in the range of 3% to 90% higher to those under Lease Agreement 1 and Lease Agreement 2. Furthermore, if relocation, renovation and reinstatement costs were to be added as a factor, then the price per square foot at the Premises would generally fall to the low end of any comparable premises in Central.

The rent under the Lease Agreements are expected to be funded through the internal resources of the Group.

Lease Agreement 1 and Lease Agreement 2 are inter-conditional.

INFORMATION OF THE PARTIES

The Company is an investment holding company. The Group principally engages in the provision of financial printing services for the financial sector in Hong Kong.

Lessor 1 and Lessor 2

Lessor 1 and Lessor 2 are primarily engaged in property investment.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, Lessor 1 and Lessor 2 are ultimately owned by Mrs. Chu Yuet Wah, an Independent Third Party.

FINANCIAL EFFECT OF THE ACQUISITION OF RIGHT-OF-USE ASSETS

It is expected that upon the completion of the transactions contemplated under the Lease Agreements, there will be an increase in total assets of approximately HK\$45.7 million, comprising an increase in right-of-use assets of approximately HK\$42.4 million, increase in deposits of approximately HK\$4.9 million and netted-off by a decrease in bank balances and

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cash of approximately HK\$1.6 million. There will be an increase in total liabilities of approximately HK\$44.0 million, comprising an increase in lease liabilities of approximately HK\$42.4 million and provision for reinstatement of approximately HK\$1.6 million.

The Group expects the transactions contemplated under the Lease Agreements will increase the annual depreciation charges of right-of-use assets by approximately HK\$14.1 million and finance costs by approximately HK\$1.8 million in the first year of the Lease Agreements.

REASONS AND BENEFITS OF THE LEASE AGREEMENTS

The Group is principally engaged in the provision of financial printing services for the financial sector in Hong Kong. As such, the premises where the Group carries on its business is of material importance. The current lease for the Premises is expected to expire on 31 March 2024. The Company considers continue renting a world class building premises with comprehensive security, information technological capabilities, in close proximity to its customer base and on competitive rental terms (such as rent free period and being at the low end of prices for similar buildings in the area), is conducive to the Company's business. In addition, the Company will save time and costs from relocating to new premises and reinstatement of existing premises. The Directors consider that the terms of the Lease Agreements are fair and reasonable and in the interest of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Pursuant to HKFRS 16, as a result of the entering into the Lease Agreements, the Group shall recognise the right-of-use asset in the consolidated financial statements of the Company, and the transactions contemplated thereunder will be regarded as an acquisition of asset by the Group in accordance with the Listing Rules. The estimated value of the right-of-use asset to be recognised by the Company under the Leases shall amount to approximately in aggregate HK\$42.4 million.

Lessor 1 and Lessor 2 are ultimately beneficially owned by the same shareholder and as such, the Leases will be aggregated for the purpose of calculating the relevant percentage ratio. As the applicable percentage ratio (as defined in the Listing Rules) in respect of the Lease Agreements based on the value of the right-of-use asset recognised by the Group pursuant to HKFRS 16 exceeds 25% but less than 100%, the entering into the Lease Agreements constitutes a major transaction of the Company and is accordingly subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution(s) for approving the Lease Agreements and the transactions contemplated thereunder if the Company was required to convene a general meeting for the approval of the Lease Agreements and the transactions contemplated thereunder. The Company has obtained a written approval from Mr. Lau Man Tak, being the controlling Shareholder holding 192,000,000 Shares, representing approximately 75% of the issued Shares of the Company as at the Latest Practicable Date, for

LETTER FROM THE BOARD

the Lease Agreements and the transactions contemplated thereunder in lieu of holding a general meeting of the Company under Rule 14.44 of the Listing Rules. Accordingly, no general meeting of the Company shall be convened to approve the Lease Agreements and the transactions contemplated thereunder.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the transactions contemplated under the Lease Agreements are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

By order of the Board
REF Holdings Limited
Lau Man Tak
Chairman

A. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for the years ended 31 December 2021, 31 December 2022 and 31 December 2023 are disclosed in the following documents which have been published on the website of the Stock Exchange at <https://www.hkexnews.hk>, and the website of the Company at www.ref.com.hk:

Annual report of the Company for the year ended 31 December 2021:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0311/2022031100729.pdf>

Annual report of the Company for the year ended 31 December 2022:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0320/2023032000561.pdf>

Annual report of the Company for the year ended 31 December 2023:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0325/2024032500632.pdf>

B. INDEBTEDNESS

As at the close of business on 29 February 2024, being the latest practicable date for the purpose of this statement of indebtedness, the Group's indebtedness includes lease liabilities amounted to approximately HK\$5.4 million which in relation to the remaining lease terms of certain lease contracts, which is unsecured and unguaranteed.

Save as aforesaid and apart from normal trade payables, the Directors confirm that, as of 29 February 2024, being the latest practicable date for the purpose of this statement of indebtedness, the Group did not have any issued and outstanding, or authorised or otherwise created but unissued debt securities, term loans, other borrowings, indebtedness, mortgages and charges, contingent liabilities and guarantees. The Directors confirm that, save as disclosed above, there have been no material changes in the indebtedness or contingent liabilities of the Group as at the Latest Practicable Date.

C. WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that, in the absence of unforeseen circumstances, the Group will have sufficient working capital for its requirements for the next twelve months from the date of this circular.

D. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any circumstances or events that may give rise to a material adverse change in the financial or trading position of the Group since 31 December 2023, being the date to which the latest audited consolidated financial statements of the Group were made up.

E. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Looking ahead, slowing economic growth and unpredictable geopolitics continue to cloud the global macro-outlook. Starting from 31 December 2023, the Stock Exchange's expanded paperless listing regime are in effect. Such new regime is going to enhance the sustainable practices of all listed issuers, however, it is also a challenge for our business as it may reduce the number of printed documents required to be submitted and circulated by listed issuers.

Despite the aforementioned challenges, the Group's performance in 2023 well demonstrated our resilience under the market headwinds. We will continue to leverage our core competitiveness in branding, networking and servicing to retain our existing customers, attract new customers and explore new business opportunities. We will further tighten our cost control measures. In addition, it is generally expected that the beginning of possible interest rate cut in major countries will be in later 2024. These factors shall stabilise the Hong Kong capital market. Furthermore, the Stock Exchange introduced the new listing framework to allow Specialist Technology Companies to list on the Main Board under Chapter 18C of the Listing Rules may improve the Hong Kong initial public offering sentiment. The Growth Enterprise Market ("GEM") listing reform effective on 1 January 2024 would also enhance the GEM's attractiveness for Asian high-growth and high quality start-ups to be listed in Hong Kong. We aim to capture the opportunities when they arise and thereby delivering long-term value and sustainable returns to our shareholders.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

2. DISCLOSURE OF INTERESTS OF DIRECTOR AND CHIEF EXECUTIVE

As at the Latest Practicable Date, the following Director and chief executive of the Company was interested, or were deemed or taken to be interested in the following long and short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to (a) be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors adopted by the Company (the “**Model Code**”) to be notified to the Company and the Stock Exchange:

Long positions interests in the Company

Ordinary Shares

Name of Director	Capacity/ Nature of interests	Number of issued Shares interested	% of the issued voting Shares
Mr. Lau Man Tak (“ Mr. Lau ”)	Interest in controlled corporations (<i>Note</i>)	192,000,000 (<i>Note</i>)	75.0

Note: Mr. Lau, the chairman of the Board and the non-executive Director, owns 7,625 ordinary shares in Rising Luck Management Limited (“Rising Luck”), representing 76.25% of the issued share capital of Rising Luck, and the remaining 23.75% thereof is owned by an Independent Third Party. Rising Luck owns 47,500 ordinary shares in, representing 95% of the entire issued share capital of, Jumbo Ace Enterprises Limited (“Jumbo Ace”). Mr. Lau also has a direct 5% interest (or 2,500 ordinary shares) in Jumbo Ace. Under the SFO, Mr. Lau is deemed to be interested in 192,000,000 Shares registered in the name of Jumbo Ace. Mr. Lau is a director of each of Rising Luck and Jumbo Ace, both being associated corporations of the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

As at the Latest Practicable Date, the following persons/entities other than a Director or the chief executive of the Company had interests or short positions in the Shares and underlying Shares, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO (the “**Substantial Shareholders’ Register**”), or who were directly or indirectly interested in 5% or more of the issued voting Shares:

Names	Capacity/ Nature of Interest	Number of Shares held	Percentage of issued share capital of the Company
Jumbo Ace	Beneficial owner	192,000,000	75.0%
Rising Luck	Interest in a controlled corporation (<i>Note 1</i>)	192,000,000	75.0%
Ms. Lim Youngsook	Family Interest (<i>Note 2</i>)	192,000,000	75.0%

Notes:

1. Rising Luck owns 47,500 ordinary shares, representing 95% of the issued share capital of Jumbo Ace, the remaining 2,500 ordinary shares, representing 5% of which is owned by Mr. Lau. Mr. Lau owns 7,625 ordinary shares, representing 76.25% of the issued share capital of Rising Luck and the remaining 23.75% thereof is owned by an Independent Third Party.
2. Ms. Lim Youngsook is the wife of Mr. Lau and is therefore deemed to be interested in the Shares owned by Mr. Lau (by himself and through his controlled corporations).

Save as disclosed above, as at the Latest Practicable Date, none of the Directors was a director or an employee of a company which had an interest or short position in the Shares and underlying Shares would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which would be recorded in the Substantial Shareholders’ Register required to be kept under section 336 of the SFO.

3. DIRECTORS’ SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any member of the Group which is not determinable within one year without payment of compensation other than statutory compensation.

4. COMPETING INTERESTS

So far as is known to the Directors or chief executives of the Company, as at the Latest Practicable Date, none of the Directors or their respective close associates was interested in any business which competes or is likely to compete, either directly or indirectly, with business of the Group.

5. DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to the business of the Group.

6. DIRECTORS' INTERESTS IN ASSETS

As at the Latest Practicable Date, none of the Directors has, directly or indirectly, any interest in any assets which have been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Company were made up).

7. LITIGATION

As at the Latest Practicable Date, none of the members of the Group was engaged in any litigation or claims of material importance and no litigation or claims of material importance were pending or threatened against any member of the Group.

8. MATERIAL CONTRACTS

During the two years immediately preceding the date of this circular up to and including the Latest Practicable Date, no contract (not being contracts entered into in the ordinary course of business of the Group) has been entered into by the Group and is or may be material.

9. DOCUMENTS ON DISPLAY

Copy of the Lease Agreements will be published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<http://www.ref.com.hk>) in accordance with the Listing Rules from the date of the circular and up to 14 days thereafter.

10. MISCELLANEOUS

- (a) The company secretary of the Company is Mr. Ko Wai Lun Warren, a solicitor of the High Court of Hong Kong Special Administrative Region and the Supreme Court of England and Wales.
- (b) The Hong Kong branch share registrar and transfer office of the Company is Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.
- (c) The English text of this circular shall prevail over their respective Chinese text.