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## **EASY REPAY FINANCE & INVESTMENT LIMITED**

### **易還財務投資有限公司**

*(Continued into Bermuda with limited liability)*

**(Stock code: 8079)**

## **DISCLOSEABLE TRANSACTION SUBSCRIPTION OF INTEREST IN A FUND**

### **THE SUBSCRIPTION AGREEMENT**

The board of directors (“**the Board**”) of Easy Repay Finance & Investment Limited (“**the Company**”) is pleased to announce that on 31 August 2020, the Subscriber, being a subsidiary of Company, entered into the Subscription Agreement, pursuant to which the Subscriber agreed to subscribe for the Class A Shares in the Albany Creek Bond Series Segregated Portfolio, a segregated portfolio of Albany Creek Fund SPC, up to approximately HK\$16,000,000.

As the relevant applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules with respect to the Subscription exceed 5% but not more than 25%, the Subscription constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the notification and announcement requirements under the GEM Listing Rules.

The Board of the Company is pleased to announce that on 31 August 2020, the Subscriber, being a subsidiary of Company, entered into the Subscription Agreement, pursuant to which the Subscriber agreed to subscribe for the Class A Shares in the Albany Creek Bond Series SP (“**Segregated Portfolio**”), a segregated portfolio of Albany Creek Fund SPC, up to approximately HK\$16,000,000.

## THE SUBSCRIPTION AGREEMENT

The principal terms of the Subscription Agreement are summarized as follows:

Date : 31 August 2020

Parties : (1) Yvonne Credit Service Co. Limited, as Subscriber and  
(2) The Fund

### Assets to be acquired and subscription amount:

Pursuant to the Subscription Agreement, the Subscriber agreed to subscribe for the Class A Shares in the Albany Creek Bond Series SP, a segregated portfolio of Albany Creek Fund SPC, up to approximately HK\$16,000,000 which is payable by the Company by cash from its internal resources. The subscription amount up to approximately HK\$16,000,000 is determined based on the terms of the PPM and the condition of the Company's idle cash.

### Terms of Subscription Agreement

Name of Segregated Portfolio: Albany Creek Bond Series SP, a segregated portfolio of the Albany Creek Fund SPC

Name of Fund: Albany Creek Fund SPC, The Fund was incorporated on 17 November 2017 as an exempted company with limited liability and registered as a segregated portfolio company under the laws of the Cayman Islands.

Distribution and Re-investment: The directors of the Fund do not intend to declare any dividends on the Participating Shares and dividends received by the Fund in respect of a Segregated Portfolio from investments attributable to that Segregated Portfolio will be reinvested in other investments. The directors of the Fund will be permitted to reinvest, in its discretion, any and all proceeds received from the disposition of or distributions received on, the investments held by the Fund in respect of a Segregated Portfolio.

Historical return of Segregated Portfolio: 17.83% (as of 31 July 2020 since inception)

Investment Manager: Albany Creek Investment Management (Cayman) Limited (the "**Investment Manager**") is an exempted company with limited liability incorporated in Cayman Islands.

Investment objective of the Segregated Portfolio:	The investment objective of the Segregated Portfolio is to aim to generate stable fixed income for Shareholders by investing in bonds, debentures, promissory notes and other similar products of Hong Kong listed companies and/or sizeable corporations.
Investment strategies of the Segregated Portfolio:	<p>The Fund, for the account of the Segregated Portfolio, will invest primarily in private placement bonds, debentures, promissory notes and other similar products of Hong Kong listed companies and/or sizeable corporations of Hong Kong listed companies in return for fixed interest payments. Each deal will be structured and negotiated with the relevant listed company on a private basis. In order to achieve diversification, the Investment Manager aims to invest in listed companies in various industries.</p> <p>The Fund, for the account of the Segregated Portfolio, will also invest to a limited extent in the secondary bond market.</p> <p>The Investment Manager has the discretion to allocate the Fund's assets depending on market conditions and the Investment Manager's judgement as to how to achieve the Fund's investment objective.</p>
Lock-up Period:	6-month hard lock-up period commencing from the date of issue of the relevant Participating Shares.
Management fee:	<p>The Fund (with respect to the Segregated Portfolio) will pay to the Investment Manager an annual Management Fee, in return for the management services provided by the Investment Manager to the Fund (with respect to the Segregated Portfolio).</p> <p>The Management Fee is calculated at the end of each calendar month at 1% per annum of the net asset value (after deducting all fees and expenses but excluding any accrued Management Fee for that relevant month if any) of the Participating Shares and is payable monthly in arrears on the last Business Day of the calendar month.</p> <p>For those Participating Shares which are not in issue for the entire calendar month, the Management Fee payable shall be calculated on a pro rata basis.</p>

Participating Shares:	up to 4,999,900 limited-voting redeemable participating shares of a nominal or par value of US\$0.01 each in the Segregated Portfolio.
Redemption:	Participating Shares may be redeemed at the option of the holders thereof by giving 5 business days' notice before the redemption date.
Risk Profile:	Low to Moderate
Subscription fee:	Up to 1% of the subscription amount. This may be waived or reduced at the sole discretion of the Investment Manager.

### **INFORMATION OF THE GROUP AND THE SUBSCRIBER**

The Group is principally engaged in the money lending business, retail and wholesale business.

The Subscriber, is a subsidiary of the Company, incorporated in Hong Kong with limited liability.

### **INFORMATION OF THE SEGREGATED PORTFOLIO AND THE FUND**

The Segregated Portfolio is to aim to generate stable fixed income for Shareholders by investing in bonds, debentures, promissory notes and other similar products of Hong Kong listed companies and/or sizeable corporations.

The Fund was incorporated on 17 November 2017 as an exempted company with limited liability and registered as a segregated portfolio company under the laws of the Cayman Islands.

The authorized share capital of the Fund is US\$50,000.00 divided into 100 voting, non-redeemable Management Shares of a nominal or par value US\$0.01 each and 4,999,900 participating, limited-voting, redeemable Participating Shares (which may be issued in different classes and with respect to different Segregated Portfolios from time to time) of a nominal or par value of US\$0.01 each.

Each Class of Participating Shares is or will be referable to a Segregated Portfolio.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Fund and the Investment Manager and their respective ultimate beneficial owner(s) are Independent Third Parties.

## **REASONS AND BENEFIT FOR THE SUBSCRIPTION**

The principal purpose of the Company of the Subscription is to diversify the investment portfolio of the Company with an aim to enhancing its profitability. The Subscription provides an opportunity to the Company to enhance return by utilising the idle cash of the Company. In light of the above, the Directors are of the view that the terms of the Subscription Agreement and transactions contemplated thereunder are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

As the relevant applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules with respect to the Subscription exceed 5% but not more than 25%, the Subscription constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the notification and announcement requirements under the GEM Listing Rules.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Board”	the board of Directors of the Company
“Class A Shares”	a class of Participating Shares designated by the directors of the Fund
“Company”	Easy Repay Finance & Investment Limited (Stock code: 8079), a company continued in Bermuda with limited liability, the Shares are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange

“Fund”	Albany Creek Fund SPC, The Fund was incorporated on 17 November 2017 as an exempted company with limited liability and registered as a segregated portfolio company under the laws of the Cayman Islands
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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 People’s Republic of China
“Independent Third Party(ies)”	person(s) who or company(ies) together with its/their ultimate beneficial owner(s) which is/are third party(ies) independent of the Company and its connected person(s) (as defined under the GEM Listing Rules)
“Participating Shares”	up to 4,999,900 limited-voting redeemable participating shares of a nominal or par value of US\$0.01 each in the Segregated Portfolio
“PPM”	Private Placement Memorandum dated May 2018 of the Fund
“Segregated Portfolio”	Albany Creek Bond Series SP, a segregated portfolio of the Fund
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Yvonne Credit Service Co. Limited, a company incorporated in Hong Kong with limited liability, a subsidiary of the Company

“Subscription”	the subscription of the Segregated Portfolio in accordance with the terms of the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 31 August 2020 entered into between the Subscriber and the Fund in relation to the Subscription
“US\$”	United States Dollar, the lawful currency of United States
“%”	per cent.

By order of the Board  
**Easy Repay Finance & Investment Limited**  
**Siu Yeuk Hung, Clara**  
*Chairman*

Hong Kong, 31 August 2020

*As at the date of this announcement, the board of directors of the Company comprises Ms. Siu Yeuk Hung, Clara and Mr. Law Ka Kei as executive directors; Mr. Lee King Fui and Mr. Ho Tak Yin as independent non-executive directors.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, 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 Company Announcements” page of the website of the GEM at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its posting and on the Company’s website at [www.ecrepay.com](http://www.ecrepay.com).*