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FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

PROPOSED ISSUE OF NOTES

This announcement is made by Finsoft Financial Investment Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (“**SFO**”).

The board (“**Board**”) of directors (“**Directors**”, each a “**Director**”) of the Company announces that after trading hours on 24 May 2019, the Company as the issuer and Gransing Securities Co., Limited as the placing agent (“**Placing Agent**”), entered into a placing agreement (“**Placing Agreement**”) pursuant to which the Placing Agent agreed to act as placing agent of the Company, on a best endeavour basis, to procure placee(s) who (and its/their respective ultimate beneficial owner(s), if applicable) shall be third parties independent of, and not connected with the Company, its connected persons (within the meaning of the GEM Listing Rules) and their respective associates (within the meaning of the GEM Listing Rules), to subscribe for or purchase the 9% per annum notes (“**Notes**”) to be issued by the Company in an aggregate principal amount of up to HK\$30,000,000 maturing on the first anniversary of the issue date of the Notes at the placing price equal to 100% of the principal amount of the Notes (“**Placing**”). The placing period (“**Placing Period**”) for the Placing shall last for a period commencing on the day immediately following the date of the Placing Agreement and up to (and including) 23 July 2019. If the aggregate principal amount of the Notes successfully placed by the Placing Agent during the Placing Period is less than HK\$20,000,000, the Company is not obliged to issue the Notes to the placee(s) pursuant to the Placing Agreement and has the absolute discretion on determining whether the Notes shall be so issued.

The Notes will constitute direct, unconditional, unsubordinated and unsecured obligations of the Company which will rank equally and without any preference amongst themselves and at all times rank at least *pari passu* with all other present and future direct, unconditional, unsubordinated and unsecured obligations of the Company. No listing of the Notes will be sought on the Stock Exchange or any other stock exchanges.

* For identification purposes only

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, as at the date of this announcement, each of the Placing Agent and its ultimate beneficial owners is not a connected person (within the meaning of the GEM Listing Rules) of the Company.

The Group is principally engaged in the provision of financial trading software solutions, provision of other IT and internet financial platforms services, provision of referral services, money lending business and assets investments in Hong Kong. One of the subsidiaries of the Company held the license in respect of type 6 (advising on corporate finance) regulated activity under the SFO.

The Directors consider that the Placing represents an opportunity to obtain funding, which is intended to be used for funding the money lending business of the Group and any potential investment opportunities of the Group that may arise from time to time.

The Board is of the view that the transactions contemplated by the Placing Agreement and the issue of the Notes are in the interests of the Company and its shareholders as a whole.

Shareholders of the Company and potential investors should note that under the Placing Agreement, the Placing is undertaken on a best endeavour basis. As the Placing may or may not proceed, shareholders of the Company and potential investors are reminded to exercise caution when dealing in the securities of the Company.

On behalf of the Board
Finsoft Financial Investment Holdings Limited
Chan Wai Lung
Chairman

Hong Kong, 24 May 2019

As at the date of this announcement, the Board consists of Mr. Chan Wai Lung being an executive Director and the chairman of the Board, Ms. Lam Ching Yee, Ms. Lin Ting and Mr. Shi Shaowu being the executive Directors, Mr. Lo Yu Man being the non-executive Director, and Mr. Lam Kai Yeung, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi being the independent non-executive Directors.

This announcement, for which the Directors 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, 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 GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the website of the Company at www.finsofthk.com.