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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)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF THREE RIGHTS SHARES FOR EVERY ONE SHARE HELD AT THE CLOSE OF BUSINESS ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

Reference is made to the prospectus (the “**Prospectus**”) of Finsoft Financial Investment Holdings Limited (the “**Company**”) dated 29 January 2024 and the announcement of the Company dated 16 February 2024 (the “**Announcement**”), in relation to, among other things, the Rights Issue and the Placing. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE AND THE PLACING

As disclosed in the Announcement, as at 4:00 p.m. on Thursday, 15 February 2024, being the Latest Time for Acceptance, a total of 2 valid acceptances and applications had been received for a total of 168,860,500 Rights Shares, representing approximately 44.65% of the total number of Rights Shares offered under the Rights Issue. As at the Record Date, there were no Non-Qualifying Shareholders and the number of the NQS Unsold Rights Shares was nil. Based on the above results of valid acceptances and applications, the total number of Unsubscribed Rights Shares subject to the Compensatory Arrangements was 209,314,202 Rights Shares. The Company has, pursuant to Rule 10.31(1)(b), made the Compensatory Arrangements by entering into the Placing Agreement with the Placing Agent pursuant to which the Company conditionally appointed the Placing Agent and the Placing Agent conditionally agreed to act as the placing agent for the Company to procure, on a best effort basis, places to subscribe for the Unsubscribed Rights Shares in accordance with the terms of the Placing Agreement.

The Board wishes to announce that at 4:00 p.m. on Tuesday, 20 February 2024, being the Latest Placing Time, 209,314,202 of the Unsubscribed Rights Shares were successfully placed at the price of HK\$0.074 per Share, which is equal to the Subscription Price, under the Placing. Therefore, there is no Net Gain available for distribution to the No Action Shareholders under the Placing.

* *For identification purposes only*

As all the conditions with respect to the Rights Issue and the Placing as set out in the Prospectus have been fulfilled, the Rights Issue and the Placing became unconditional at 4:00 p.m. on Wednesday, 21 February 2024.

Based on the results of acceptance of the Rights Issue and the results of the Placing, the Rights Shares to be allotted and issued amounted to 378,174,702 Rights Shares, representing 100% of the total number of Rights Shares offered for subscription under the Rights Issue.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees and where appropriate, their respective ultimate beneficial owner(s), is an Independent Third Party; and (ii) none of the placees has become a substantial Shareholder immediately upon completion of the Placing.

Accordingly, the gross proceeds raised from the Rights Issue were approximately HK\$27.98 million and the net proceeds (after deduction of expenses) from the Rights Issue were approximately HK\$26.2 million. The Company intends to apply the net proceeds from the Rights Issue in the manner and proportion as described in the Prospectus.

SHAREHOLDING STRUCTURE OF THE COMPANY

	Immediately before completion of the Rights Issue and the Placing		Immediately after completion of the Rights Issue and the Placing	
	<i>Number of Shares held</i>	<i>Approximate %</i>	<i>Number of Shares held</i>	<i>Approximate %</i>
Ms. Tin Yat Yu Carol (<i>Note 1</i>)	36,467,000	28.93%	145,868,000	28.93%
Mr. Chan Sek Keung Ringo (<i>Note 2</i>)	6,768,000	5.37%	6,768,000	1.34%
Placees (<i>Note 3</i>)	–	–	209,314,202	41.51%
Other Public Shareholders	82,823,234	65.70%	142,282,734	28.22%
Total	<u>126,058,234</u>	<u>100.00%</u>	<u>504,232,936</u>	<u>100.00%</u>

Notes:

- Ms. Tin is the chairman of the Board and an executive Director of the Company directly interested in 36,467,000 Shares.
- Mr. Chan is interested in (i) 6,168,000 Shares as a beneficial owner; and (ii) 600,000 Shares held by Woodstock Management Limited, a company incorporated in the British Virgin Islands which is wholly-owned by Mr. Chan. By virtue of the SFO, Mr. Chan is deemed or taken to be interested in all the Shares of the Company held by Woodstock Management Limited.
- Pursuant to the terms of the Placing Agreement, the Placing Shares are expected to be placed to placee(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies). The Placing Agent conducted the Placing in a manner so that the Company remains in compliance with the Public Float Requirements and that no Shareholder will, as a result of the Placing, trigger any GO Obligation.
- The above percentage figures are subject to rounding adjustments.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates for the fully-paid Rights Shares are expected to be posted on Wednesday, 28 February 2024 to those entitled thereto at their registered addresses by ordinary post at their own risk.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Thursday, 29 February 2024.

For and on behalf of the Board
Finsoft Financial Investment Holdings Limited
Tin Yat Yu Carol
Chairman

Hong Kong, 27 February 2024

As at the date of this announcement, the Board consists of Ms. Tin Yat Yu Carol being an executive Director and the chairman of the Board, Ms. Liu Mung Ting being an executive Director and the chief executive officer of the Company, Ms. Lin Ting being an executive Director, and Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Mr. Tang Shu Pui Simon 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 Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the website of the Company at www.finsofthk.com.