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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 SHARE CONSOLIDATION

Financial adviser to the Company

CONVOY 康宏

Convoy Capital

Convoy Capital Hong Kong Limited

PROPOSED SHARE CONSOLIDATION

The Board proposes that every ten (10) Existing Shares of HK\$0.0005 each in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.005 in the issued and unissued share capital of the Company. As at the date of this announcement, there were 4,800,000,000 Existing Shares of HK\$0.0005 each in issue and fully paid or credited as fully paid. Assuming that no Share will be issued or repurchased from the date of this announcement up to the date of the EGM, there will be 480,000,000 Consolidated Shares of HK\$0.005 each in issue and fully paid or credited as fully paid immediately following the Share Consolidation. The Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the EGM.

GENERAL

A circular including further details of the Share Consolidation and a notice convening the EGM will be despatched to the Shareholders on or before Friday, 18 March 2016.

PROPOSED SHARE CONSOLIDATION

The Board proposes that every ten (10) Existing Shares of HK\$0.0005 each in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.005 in the issued and unissued share capital of the Company. As at the date of this announcement, the authorised share capital of the Company is HK\$10,000,000 comprising 20,000,000,000 Existing Shares of HK\$0.0005 each, of which 4,800,000,000 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Assuming that no Share will be issued or repurchased from the date of this announcement up to the date of the EGM, the authorised share capital of the Company will be HK\$10,000,000 divided into 2,000,000,000 Consolidated Shares of HK\$0.005 each, of which 480,000,000 Consolidated Shares will be in issue immediately following the Share Consolidation.

* *for identification purpose only*

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of the necessary ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares; and
- (iii) compliance with the relevant procedures and requirements under Cayman Islands law and the GEM Listing Rules to effect the Share Consolidation.

The Share Consolidation will become effective on the next Business Day immediately following the fulfillment of the above conditions.

Listing application

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares. All necessary arrangements will be made for the Consolidated Shares to be admitted into the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited.

Status of the Consolidated Shares

The Consolidated Shares will rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders. Fractional Consolidated Shares will not be issued by the Company to individual Shareholders.

Arrangement for matching service for odd lot

In order to alleviate the difficulties arising from the existence of odd lots of Consolidated Shares, the Company has agreed to procure an agent to arrange for matching service regarding the sale and purchase of odd lots of the Consolidated Shares from Tuesday, 26 April 2016 to Tuesday, 17 May 2016 (both days inclusive). Shareholders should note that matching of the sale and purchase of odd lots of Consolidated Shares is not guaranteed. Further details in respect of the odd lots trading arrangement will be set out in the circular in relation to the Share Consolidation to be despatched to the Shareholders.

Reasons for the Share Consolidation

Under Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading price of the Existing Shares, the Board proposed to implement the Share Consolidation. The Share Consolidation will also allow the value of each board lot to be increased to more than HK\$2,000 and enable the Company to avoid non-compliance with the trading requirements under the Listing Rules.

Accordingly, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and Shareholders as a whole.

Exchange of Share Certificate

Subject to the Share Consolidation becoming effective, the Shareholders may during the period from Tuesday, 12 April 2016 to Thursday, 19 May 2016 (both days inclusive) submit their existing share certificates in the colour of pink for the Existing Shares to the Registrar for exchange for new share certificates in the colour of green for the Consolidated Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Registrar for exchange of share certificates.

With effect from 4:00 p.m. Thursday, 19 May 2016, the share certificates in the colour of pink for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain to be good evidence of the legal title and may be exchanged for the Consolidated Shares at any time at the expense of the Shareholders after Thursday, 19 May 2016.

NO CHANGE IN BOARD LOT SIZE

The Existing Shares are currently traded in board lot size of 5,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged and the Consolidated Shares will be traded in board lots of 5,000 Consolidated Shares.

GENERAL

As at the date of this announcement, the Company does not have any outstanding options, warrants or securities in issue which are convertible or exchangeable into the Shares.

A circular including further details of the Share Consolidation and a notice convening the EGM will be despatched to the Shareholders on or before Friday, 18 March 2016. To the best of the Directors' knowledge, no Shareholders have a material interest in the Share Consolidation and are required to abstain from voting at the EGM.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the associated trading arrangements are as follows:

Events	2016
Despatch of circular with notice and form of proxy for the EGM	Friday, 18 March
Latest time for lodging forms of proxy for the purpose of the EGM.	9:30 a.m. on Saturday, 9 April
EGM	9:30 a.m. on Monday, 11 April
Announcement of poll results of EGM	Monday, 11 April
Effective date of the Share Consolidation	Tuesday, 12 April
Dealing in the Consolidated Shares commences	9:00 a.m. on Tuesday, 12 April
Original counter for trading in Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 12 April
Temporary counter for trading in Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 12 April
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares commences	Tuesday, 12 April
Original counter for trading in Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens.	9:00 a.m. on Tuesday, 26 April
Parallel trading in Consolidated Shares (in the form of new and existing share certificates) commences	9:00 a.m. on Tuesday, 26 April

Events

2016

Designated broker starts to stand
in the market to provide matching services
for the sale and purchase of odd lots of
Consolidated Shares 9:00 a.m. on
Tuesday, 26 April

Temporary counter for trading
in Consolidated Shares in board lots of
500 Consolidated Shares (in the form of
existing share certificates) closes. 4:00 p.m. on
Tuesday, 17 May

Parallel trading in Consolidated Shares
(in the form of new and existing share
certificates) ends 4:00 p.m. on
Tuesday, 17 May

Designated broker ceases to stand
in the market to provide matching services
for the sale and purchase of
odd lots of Consolidated Shares 4:00 p.m. on
Tuesday, 17 May

Latest time for free exchange of
existing share certificates
for the new share certificates
for the Consolidated Shares. 4:00 p.m. on
Thursday, 19 May

All times and dates in this announcement refer to Hong Kong local times and dates. The expected timetable set out above is indicative only and may be subject to change. Further announcement(s) will be made as and when appropriate.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

“Board”	the board of the Directors
“Business Day”	a day (other than a Saturday and Sunday) on which licensed banks are generally open for business more than five hours in Hong Kong
“Company”	Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM

“Consolidated Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.0005 each in the share capital of the Company prior to the Share Consolidation having become effective
“GEM”	the Growth Enterprise of Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at A18 Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation
“Share(s)”	Existing Share(s) or Consolidated Share(s), as the case maybe
“Share Consolidation”	the proposed consolidation of every ten (10) Existing Shares of HK\$0.0005 each in the issued and unissued share capital of the Company into one (1) Consolidated Share of HK\$0.005 in the issued and unissued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

By order of the Board
Finsoft Financial Investment Holdings Limited
Chan Sek Keung, Ringo
Chairman

Hong Kong, 3 March 2016

As at the date of this announcement, the Board consists of Mr. Li Hoi Kong and Mr. Lawrence Tang being the executive Directors, Mr. Chan Sek Keung, Ringo being the non-executive Directors and the chairman of the Board and Ms. Lee Kwun Ling, May Jean, Mr. Yuen Shiu Wai and Mr. Lam Kai Yeung 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 GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the website of the Company at www.finsofthk.com.