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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)**

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 24 JUNE 2020;**
- (2) RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (3) APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR; AND**
- (4) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

### **POLL RESULTS OF THE AGM**

All Resolutions as set out in the Notice were duly passed by way of poll at the AGM held on 24 June 2020.

### **RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Lam Kai Yeung retired as an independent non-executive Director upon the conclusion of the AGM.

### **APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board also announces that following the retirement of Mr. Lam Kai Yeung, Mr. Hon Ming Sang has been appointed as an independent non-executive Director with effect from 24 June 2020.

### **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board also announces that, (i) Mr. Lam Kai Yeung ceased to be the chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee upon the conclusion of the AGM; and (ii) Mr. Hon Ming Sang has been appointed as the chairman of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 24 June 2020.

Reference is made to the circular of Finsoft Financial Investment Holdings Limited (“**Company**”) dated 25 May 2020 (“**Circular**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE AGM**

The Board is pleased to announce that all the resolutions (“**Resolutions**”) as set out in the notice of the AGM (“**Notice**”) were duly passed as ordinary resolutions of the Company by the Shareholders by way of poll at the AGM held on 24 June 2020.

\* *For identification purposes only*

As at the date of the AGM, there were a total of 1,260,582,340 Shares in issue. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, there was no restriction on any Shareholders to cast votes on any of the Resolutions and no Shareholder was required to abstain from voting on the same at the AGM under the GEM Listing Rules. As such, there were a total of 1,260,582,340 Shares, representing 100% of the issued share capital of the Company as at the date of the AGM, entitling the Shareholders to attend and vote on the Resolutions proposed at the AGM. None of the Shareholders was entitled to attend and abstain from voting in favour of the Resolutions proposed at the AGM pursuant to Rule 17.47A of the GEM Listing Rules. None of the Shareholders has stated his/her/its intention in the Circular to vote against any of the Resolutions proposed or to abstain from voting at the AGM.

Full text of the Resolutions is set out in the Notice. The poll results of the Resolutions are as follows:

Ordinary Resolutions		Number of votes (%)		Total number of votes
		For	Against	
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the Directors and the auditor of the Company for the year ended 31 December 2019.	382,310,000 (100%)	0 (0%)	382,310,000
2.	(a) To re-elect Mr. Lam Ho Pong as an executive Director.	382,310,000 (100%)	0 (0%)	382,310,000
	(b) To re-elect Ms. Tin Yat Yu Carol as an executive Director.	382,310,000 (100%)	0 (0%)	382,310,000
3.	To authorise the Board to fix the Directors' remuneration.	382,310,000 (100%)	0 (0%)	382,310,000
4.	To re-appoint PKF Hong Kong Limited as the auditor of the Company and to authorise the Board to fix their remuneration.	382,310,000 (100%)	0 (0%)	382,310,000
5.	To grant the Repurchase Mandate (as defined in the Circular) to the Directors to repurchase shares of the Company in the manner as set out in resolution no. 5 of the Notice.	382,310,000 (100%)	0 (0%)	382,310,000
6.	To grant the Issue Mandate (as defined in the Circular) to the Directors to issue, allot and otherwise deal with additional shares of the Company in the manner as set out in resolution no. 6 of the Notice.	382,310,000 (100%)	0 (0%)	382,310,000
7.	To extend the Issue Mandate by adding to it such number of shares of the Company repurchased under the Repurchase Mandate in the manner as set out in resolution no. 7 of the Notice.	382,310,000 (100%)	0 (0%)	382,310,000

*Note:* The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders voted at the AGM in person, by authorised corporate representative(s) or by proxies.

As more than 50% of the votes were cast in favour of each of the Resolutions, all the Resolutions proposed at the AGM were duly passed by the Shareholders as ordinary resolutions of the Company.

Union Registrars Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

#### **RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Lam Kai Yeung (“**Mr. Lam**”) did not offer himself for re-election at the AGM due to his other commitments which require more of his time and retired as an independent non-executive Director upon the conclusion of the AGM.

Mr. Lam has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders.

#### **APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board also announces that following the retirement of Mr. Lam, Mr. Hon Ming Sang (“**Mr. Hon**”) has been appointed as an independent non-executive Director with effect from 24 June 2020.

The biographical details of Mr. Hon are set out below:

Mr. Hon, aged 41, graduated with an honor degree of Professional Accountancy in the School of Accountancy from The Chinese University of Hong Kong. Mr. Hon is a CFA charterholder. He is also a member of the Hong Kong Society of Financial Analysts, a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and an associate member of the Institute of Chartered Secretaries and Administrators. Mr. Hon has previously worked in an international audit firm and has over 11 years of working experience in listed companies and financial institutions. He has extensive experience in corporate finance, merger and acquisition, investment and financial management and compliance services.

Mr. Hon was an independent non-executive director of SFund International Holdings Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1367) from November 2016 to February 2017 and has been re-designated to its executive director since February 2017. Mr. Hon has been an independent non-executive director of CEFC Hong Kong Financial Investment Company Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1520) since November 2016. He was an executive director of China Smarter Energy Group Holdings Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1004) from December 2012 to August 2017.

In accordance with the appointment agreement made between Mr. Hon and the Company, Mr. Hon has been appointed for a term commencing from 24 June 2020 to 31 December 2020 (both days inclusive) unless terminated by no less than one month's notice in writing served by either party on the other and is subject to retirement by rotation and re-election and other related provisions as stipulated in the Articles and the GEM Listing Rules. Mr. Hon is entitled to a monthly director's fee of HK\$12,000, which is determined by the Board, under the recommendation from the remuneration committee of the Company, with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Mr. Hon does not (i) hold any other major appointments and professional qualifications; (ii) hold any directorships in other listed companies in the last three years; and (iii) hold any other positions with the Company or other members of the Group.

As at the date of this announcement, Mr. Hon does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (both having the meaning ascribed to them in the GEM Listing Rules) and is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the appointment of Mr. Hon that need to be brought to the attention of the Stock Exchange or the Shareholders.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board also announces that, (i) Mr. Lam ceased to be the chairman of each of the audit committee (“**Audit Committee**”), the remuneration committee (“**Remuneration Committee**”) and the nomination committee (“**Nomination Committee**”) of the Board upon the conclusion of the AGM; and (ii) Mr. Hon has been appointed as the chairman of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 24 June 2020.

The Board would like to take this opportunity to thank Mr. Lam for his contribution and services during his tenure of office and would like to welcome Mr. Hon for joining the Board.

On behalf of the Board  
**Finsoft Financial Investment Holdings Limited**  
**Ms. Tin Yat Yu Carol**  
*Chairman*

Hong Kong, 24 June 2020

*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, Mr. Chan Wai Lung, Ms. Lam Ching Yee, Mr. Lam Ho Pong and Ms. Lin Ting being the executive Directors, and Mr. Hon Ming Sang, 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 website of the GEM at [www.hkgem.com](http://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](http://www.finsofthk.com).*