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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 AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION**

This announcement is made by Finsoft Financial Investment Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(1) of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The board (“**Board**”) of directors (“**Directors**” and each a “**Director**”) of the Company proposes to make certain amendments (“**Proposed Amendments**”) to the existing amended and restated memorandum of association and the existing amended and restated articles of association (“**Memorandum and Articles of Association**”) of the Company and to adopt the second amended and restated memorandum of association and the second amended and restated articles of association of the Company (“**New Memorandum and Articles of Association**”) in order to (i) bring the Memorandum and Articles of Association in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022; and (ii) make other consequential and house-keeping amendments.

Major changes brought about by the Proposed Amendments are set out below:

1. to insert the definitions of “close associate”, “competent regulatory authority”, and “financial year”, and to delete the definition of “associate”, so as to align the relevant provisions;
2. to update the definition of “Companies Law” to bring it in line with the Companies Act (as revised) of the Cayman Islands;
3. to delete the provision in relation to the Company’s purchases of redeemable shares of the Company not made through the market or by tender, following the repeal of the relevant requirements in Appendix 3 to the GEM Listing Rules;

\* *For identification purposes only*

4. to provide that (i) the Company's principal and branch registers of members may, after notice has been given by advertisement in newspapers in accordance with the requirements of the Stock Exchange or by any electronic means in such manner as may be accepted by the Stock Exchange to that effect, be closed for inspection; and (ii) the period of suspension of the registration of transfers of the Company's shares for any year, may both be extended for 30 days with the approval by the shareholders of the Company ("**Shareholders**") by ordinary resolution in that year, provided that such period shall not be extended beyond 60 days (or such other period as may be prescribed under any applicable law) in any year;
5. to provide that the Company must hold an annual general meeting for each financial year and such annual general meeting must be held within six months after the end of the Company's financial year unless a longer period would not infringe the GEM Listing Rules;
6. to clarify that Shareholders holding not less than one tenth of the paid up capital of the Company having the right of voting at general meetings on a one vote per share basis shall have the right, by written requisition, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition;
7. to empower the Board to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice;
8. to provide that a resolution put to the vote of a meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the GEM Listing Rules, allow a resolution to be voted on by show of hands;
9. to clarify that where the Company has knowledge that any Shareholder is, under the GEM Listing Rules or the rules, codes or regulations of any competent regulatory authority, required to abstain from voting on any resolution of the Company or restricted to voting only for or only against any resolution of the Company, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted;
10. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the GEM Listing Rules or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;
11. to update the provision providing the circumstances under which a Director is not prohibited from voting (or being counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his close associates is materially interested, in accordance with the requirements under Rule 17.48A of the GEM Listing Rules;
12. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;

13. to clarify that the Shareholders shall approve (a) the appointment of the auditor (“**Auditor**”) of the Company by an ordinary resolution; (b) the remuneration of the Auditor shall be fixed by an ordinary resolution; and (c) the removal of the Auditor at any time before the expiration of his term of office by an ordinary resolution;
14. to provide that the financial year end of the Company shall be 31st of December in each year, unless otherwise determined by the Directors from time to time; and
15. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

In view of the number of proposed changes, the Board proposes to seek approval of the Shareholders by special resolution at the forthcoming annual general meeting (“**AGM**”) of the Company to amend the Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association. The New Memorandum and Articles of Association which are subject to the approval of the Shareholders by way of a special resolution at the AGM will become effective upon such approval has been obtained.

A circular of the AGM containing, among other matters, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 24 March 2023

*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, being an executive Director and the chief executive officer of the Company, Ms. Lam Ching Yee and Ms. Lin Ting being the executive Directors, and Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Ms. Lo Wing Sze BBS, JP 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 of The Stock Exchange of Hong Kong Limited at <https://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](http://www.finsofthk.com).*