

Unless otherwise defined in this announcement, terms defined in the prospectus of EFT Solutions Holdings Limited (the “Company”) dated 5 December 2016 (the “Prospectus”) have the same meaning when used in this announcement.

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares or securities of the Company. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

Nothing in this announcement or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Public Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the U.S. Securities Act. The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

Potential investors of the Offer Shares should note that the Sole Lead Manager is entitled, for itself and on behalf of the Underwriters, to terminate their obligations under the Underwriting Agreements by notice in writing at its opinion upon the occurrence of any of the events set forth in the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

EFT Solutions Holdings Limited

俊盟國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PUBLIC OFFER AND PLACING

- Number of Offer Shares** : 120,000,000 Shares, comprising
96,000,000 New Shares and
24,000,000 Sale Shares
- Number of Placing Shares** : 108,000,000 Shares, comprising
84,000,000 New Shares and
24,000,000 Sale Shares
(subject to re-allocation)
- Number of Public Offer Shares** : 12,000,000 New Shares (subject to
re-allocation)
- Offer Price** : Not more than HK\$0.60 and
expected to be not less than
HK\$0.40 per Offer Share, plus
brokerage of 1%, SFC transaction levy
of 0.0027% and Stock Exchange trading
fee of 0.005% (payable in full on
application in Hong Kong dollars and
subject to refund)
- Nominal value** : HK\$0.01 per Share
- Stock code** : 8062

Sole Sponsor



Sole Bookrunner and Sole Lead Manager



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer.

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Share Offer comprises the Public Offer of initially 12,000,000 Public Offer Shares (subject to re-allocation), representing 10% of the Offer Shares, and the Placing of initially 108,000,000 Placing Shares, consisting of 84,000,000 New Shares and 24,000,000 Sale Shares (subject to re-allocation), representing 90% of the Offer Shares. The allocation of the Shares between the Public Offer and the Placing is subject to adjustment as stated in the sub-section headed “Structure of the Share Offer – The Public Offer – Reallocation” in the Prospectus.

The Offer Price will not be more than HK\$0.60 per Offer Share and is expected to be not less than HK\$0.40 per Offer Share. Applicants under the Public Offer shall pay in full, on application, the Offer Price of HK\$0.60 per Offer Share plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.0027%, subject to refund.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions as set out in the sub-section headed “Structure of the Share Offer – Conditions of the Share Offer” in the Prospectus. If such conditions have not been fulfilled (or, where applicable, waived by the Sole Lead Manager (for itself and on behalf of the Underwriters)) in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Share Offer will not proceed and all monies received will be refunded to applicants for the Share Offer without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer (if any) will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.eftsolutions.com on the next business day immediately following the date of such lapse.

Prospective investors should note that the Sole Lead Manager (for itself and on behalf of the Underwriters) are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Sole Lead Manager (for itself and on behalf of the Underwriters) upon the occurrence of any of the events set forth in the sub-section headed “Underwriting – Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Thursday, 15 December 2016. Such events include, among other things, any act of God, war, riot, public disorder, civil commotion, fire, flood, tsunami, explosion, epidemic, pandemic, act of terrorism, earthquake, strike or lock-out.

Applicants who would like to have the allotted Public Offer Shares issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allotted Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

As required under the GEM Listing Rules and the Companies (Winding up and Miscellaneous Provisions) Ordinance, printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 5 December 2016 until 12:00 noon on Thursday, 8 December 2016 (both days inclusive) from the following locations:

1. any of the following addresses of the Underwriters:
 - (a) Quam Securities Company Limited at 18th Floor-19th Floor, China Building, 29 Queen's Road Central, Central, Hong Kong;
 - (b) Brilliant Norton Securities Company Limited at Suite 804 8/F Jubilee Centre, 46 Gloucester Road, Wan Chai, Hong Kong;
 - (c) Frontpage Capital Limited at 26/F, Siu On Centre, 188 Lockhart Road, Wanchai, Hong Kong; or
 - (d) Sun International Securities Limited at Unit 2412-13, 24/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.
2. any of the following branches of Industrial and Commercial Bank of China (Asia) Limited:

	Branch	Address
Hong Kong Island	Central Branch	1/F., 9 Queen's Road Central, Hong Kong
	Causeway Bay Branch	Shop A on G/F, 1/F, Hennessy Apartments, 488 & 490 Hennessy Road, Hong Kong
Kowloon	Tsimshatsui East Branch	Shop B, G/F, Railway Plaza, 39 Chatham Road South, Tsimshatsui, Kowloon
	Kwun Tong Branch	Shop 5 & 6, 1/F, Crocodile Center, 79 Hoi Yuen Road, Kwun Tong, Kowloon
New Territories	Tsuen Wan Castle Peak Road Branch	G/F, 423-427 Castle Peak Road, Tsuen Wan
	Shatin Branch	Shop 22J, Level 3, Shatin Centre, New Territories

Printed copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 5 December 2016 until 12:00 noon on Thursday, 8 December 2016 (both days inclusive) at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker who may have the **YELLOW** Application Forms and copies of the printed Prospectus available.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to "ICBC (Asia) Nominees Limited – EFT Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above on such dates and during such time as specified in the Application Forms.

CCASS Participants can input **electronic application instruction** from 9:00 a.m. on Monday, 5 December 2016 until 12:00 noon on Thursday, 8 December 2016 or such later time as described in the sub-section "How to apply for the Public Offer Shares – Effect of bad weather on the opening of the application lists" in the Prospectus.

Please refer to the sections "Structure of the Share Offer" and "How to apply for the Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Offer Price is expected to be fixed by the Price Determination Agreement between the Sole Lead Manager (for itself and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholder) on the Price Determination Date. The Price Determination Date is expected to be on or before Friday, 9 December 2016 or such later date as the Sole Lead Manager (for itself and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholder) may agree. If, for whatever reason, the Sole Lead Manager (for itself and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholder) are unable to reach any agreement or enter into the Price Determination Agreement on the Offer Price on the Price Determination Date or such later date as agreed by the Sole Lead Manager (for itself and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholder), and in any event no later than Tuesday, 13 December 2016, the Share Offer (including the Public Offer) will not become unconditional and will lapse. In such event, the Company will issue an announcement to be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.eftsolutions.com.

The Company expects to announce the Offer Price, the level of indications of interests in the Share Offer, the results of applications and the basis of allocation of the Public Offer on (i) on the website of the Company at www.eftsolutions.com; and (ii) on the website of the Stock Exchange at www.hkexnews.hk and the GEM website at www.hkgem.com.

Results of allocations in the Public Offer with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer, will be made available in the manner specified in the sub-section "How to apply for the Public Offer Shares – Publication of results" in the Prospectus on Wednesday, 14 December 2016.

Share certificates will only become valid certificates of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that the Share Offer has become unconditional in all respects and the right of termination described in the sub-section headed “Underwriting – Underwriting Arrangements and Expenses – Public Offer – Grounds for Termination” in the Prospectus has not been exercised. Assuming the Share Offer becomes unconditional in all respects and the Public Offer Underwriting Agreement is not terminated in accordance with its terms at or before 8:00 a.m. in Hong Kong on 15 December 2016, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on 15 December 2016. The Shares will be traded in board lots of 5,000 Shares each under the stock code 8062. The Company will not issue any receipts for sum paid on application or temporary documents of title.

By order of the Board
EFT Solutions Holdings Limited
Lo Chun Kit Andrew
Chairman

Hong Kong, 5 December 2016

As at the date of this announcement, the executive Directors are Mr. Lo Chun Kit Andrew and Mr. Lo Chun Wa; the non-executive Director is Ms. Lam Ching Man; and the independent non-executive Directors are Mr. Lam Keung, Mr. Lui Hin Weng Samuel and Mr. Pang Victor Ho Man.

This announcement, for which all 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.hk and the GEM website at www.hkgem.com and, in the case of the announcement, on the “Latest Company Announcements” page for at least seven days from the day of its posting. This announcement and a copy of the Prospectus will also be published and remained on the Company’s website at www.eftsolutions.com.