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# ThinSoft

THINSOFT (HOLDINGS) INC  
博軟(控股)有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8096)**

## **RESTORATION OF PUBLIC FLOAT**

The Offeror has notified the Company that on 19 November 2008, it places, through Luen Fat Securities Company Limited, 31,875,000 shares of the Company, which it holds, at HK\$0.50 to six places, all being independent of, and not connected with any of the directors, chief executive or substantial shareholders of the Company and the Offeror or any of their respective subsidiaries or an associate of any of them as defined in the GEM Listing Rules.

Following the completion of the Placing, the Offeror will be interested in a total of 375,630,000 Shares, representing approximately 74.94% of the entire issued share capital of the Company and approximately 25.06% of the issued shares are held in the hands of the public which is in compliance with Rule 11.23(7) of the GEM Listing Rules.

Reference is made to the announcements of ThinSoft (Holdings) Inc (the “Company”) dated 11 August 2008, 10 October 2008 and 7 November 2008 respectively (the “Announcements”), regarding the public float of the shares of the Company. Terms defined in the Announcements shall have the same meanings when used herein.

## RESTORATION OF PUBLIC FLOAT

Mr. Yu Dennis Won Kong (“Mr. Yu”), Mr. Yue Wai Keung (“Mr. Yue”), Inno Smart Group Limited (“Inno Smart”) and parties acting in concert with any one of them (the “Offeror”) has notified ThinSoft (Holdings) Inc (the “Company”) that on 19 November 2008, it places, through Luen Fat Securities Company Limited, 31,875,000 Shares which it holds at HK\$0.50 to six places (the “Placing”), all being independent of, and not connected with, any of the directors, chief executive or substantial shareholders of the Company and the Offeror or any of their respective subsidiaries or an associate of any of them as defined in the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). The Placing is unconditional and its completion shall take place on the third business day from the date of this announcement. The placing shares represent approximately 6.36% of the existing issued share capital of the Company. None of the places will hold more than 2% of the existing issued share capital of the Company as a result of the Placing.

The table below sets out the shareholding of the Company *before* the Placing of 31,875,000 shares by the Offeror:–

<b>Shareholders</b>	<b>No. of Shares</b>	<b>%</b>
Mr. Yu ( <i>Note 1</i> )	14,440,000	2.88%
Mr. Yue ( <i>Note 2</i> )	18,065,000	3.61%
Inno Smart ( <i>Note 3</i> )	<u>375,000,000</u>	<u>74.81%</u>
Sub-total regarding Inno Smart, Mr. Yu, Mr. Yue and parties acting in concert with any one of them	407,505,000	81.30%
Public Shareholders	<u>93,750,000</u>	<u>18.70%</u>
Total	<u><u>501,255,000</u></u>	<u><u>100.00%</u></u>

The table below sets out the shareholding of the Company *after* the Placing of 31,875,000 shares by the Offeror:–

<b>Shareholders</b>	<b>No. of Shares</b>	<b>%</b>
Mr. Yu ( <i>Note 1</i> )	630,000	0.13%
Mr. Yue ( <i>Note 2</i> )	0	0.00%
Inno Smart ( <i>Note 3</i> )	<u>375,000,000</u>	<u>74.81%</u>
Sub-total regarding Inno Smart, Mr. Yu, Mr. Yue and parties acting in concert with any one of them	375,630,000	74.94%
Public Shareholders	<u>125,625,000</u>	<u>25.06%</u>
Total	<u><u>501,255,000</u></u>	<u><u>100.00%</u></u>

*Notes:*

- (1) Mr. Yu is an executive director of the Company and a director of Inno Smart and one of the Offeror Guarantors.
- (2) Mr. Yue is an executive director of the Company and a director of Inno Smart and one of the Offeror Guarantors. Before the Placing, the aggregate amount of 18,065,000 Shares was held by the mother and sister of Mr. Yue, Ms. Lee Ming Hing and Ms. Yu Ying Kwan respectively, in the amount of 10,010,000 and 8,055,000 Shares, respectively.
- (3) Mr. Yu and Mr. Yue are the ultimate beneficial owners of Inno Smart.

After the aforesaid Placing, the public float portion of the Shares in the Company increased from approximately 18.70% to 25.06%, which is in compliance with Rule 11.23(7) of the GEM Listing Rules.

By order of the Board  
**ThinSoft (Holdings) Inc**  
**Yue Wai Keung**  
*Director*

Hong Kong, 19 November 2008

As at the date of this announcement, the Board comprises:

- (1) Mr. Yu, Dennis Won Kong, as Executive Director;
- (2) Mr. Yue Wai Keung, as Executive Director;
- (3) Mr. Chan Kwan Pak, as Non-executive Director;
- (4) Mr. Lam Kit Sun, as Non-executive Director;
- (5) Mr. Chen Tzyh-Trong, as Independent Non-executive Director;
- (6) Mr. Lee Chung Mong, as Independent Non-executive Director; and
- (7) Mr. Yeung Chi Hung, as Independent Non-executive Director.

*This announcement, for which the directors of the Company (“the Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcement” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of this posting and on the website of the Company at [www.thinsoftinc.com](http://www.thinsoftinc.com).*