



ATIF Holdings Limited

Minimum Offering: 1,600,000 Ordinary Shares
Maximum Offering: 4,000,000 Ordinary Shares

Free Writing Prospectus

ATIF Holdings Ltd. Investor Presentation

This free writing prospectus relates to the proposed public offering of ordinary shares of ATIF Holdings Ltd. (the “Company”) and should be read together with the final prospectus dated March 15, 2019 relating to this offering of ordinary shares (the “Final Prospectus”), which has been filed by the Company with the Securities and Exchange Commission (the “SEC”) and may be accessed through the following web link:

<https://www.sec.gov/Archives/edgar/data/1755058/000114420419014375/tv516072-424b3.htm>

ATIF Holdings Ltd. has filed a Final Prospectus with the SEC for the offering to which this communication relates. Before you invest, you should read the Final Prospectus (including the risk factors described therein) and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting SEC EDGAR web site at www.sec.gov. Alternatively, the issuer, any underwriter of any dealer participating in the offering will arrange to send you the prospectus if you request it by calling +86 0755 8695 0818.



ATIF Holdings Limited

Investor Presentation

FWP Issuer Free Writing Prospectus

Filed Pursuant to Rule 433 of the Securities Act of 1933, as amended

Registration Statement No. 333-228750

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates (file no. 333-228750). Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting SEC EDGAR web site at www.sec.gov. Alternatively, the issuer, any underwriter of any dealer participating in the offering will arrange to send you the prospectus if you request it by calling +86 0755 8695 0818.

To review a filed copy of our current registration statement, click on the following link:

<https://www.sec.gov/Archives/edgar/data/1755058/000114420418064914/0001144204-18-064914-index.htm>

Disclaimer Statements

All statements contained herein other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans and our objectives for future operations, are forward-looking statements. The words "believe," "estimate," "anticipate," "expect," "plans," "intend," "may," "could," "might," "will," "should," "approximately," "potential," and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may effect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in the "Risk Factors" section of the prospectus. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this prospectus may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

Neither ATIF Holdings Limited nor any of its officers, employees, advisors, or agents makes any representation or warranty, express or implied, as to any matter or as to the truth, accuracy, or completeness of any statement made in this presentation, made in conjunction therewith or in any accompanying materials or made at any time, orally or otherwise, in connection with the matters referred to herein and all liability in respect of any such matter of statements

All references to dollar amounts in the offering summary or to use of proceeds are subject to change pending a final prospectus.

Offering Summary

Issuer	ATIF Holdings Limited
Security	Ordinary Shares
Proposed Nasdaq Capital Market Symbol	ATIF
Shares Outstanding Prior to Completion of Offering	35,000,000 Ordinary Shares
Shares Offered	1,600,000 if minimum offering is raised 4,000,000 if maximum offering is raised
Price	\$5.00
Offering Size	\$8,000,000 minimum offering \$20,000,000 maximum offering
Use of Proceeds	<ul style="list-style-type: none">• Set up new branches• R&D system improvement and recruitment of talented personnel• Marketing• Mergers and acquisitions within the industry
Underwriter	Boustead Securities, LLC
Underwriter's Legal	Ortoli Rosenstadt LLP
Issuer U.S. Legal	Hunter Taubman Fischer & Li LLC
Issuer China Legal	Dentons Law Offices, LLP
Audit Firm	Friedman LLP

Please see offering documents for further risks and disclosures. Past performance is not indicative of future results

Investment Highlights



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Company Profile



- We are a consulting company offering financial consulting services to small and medium-sized enterprise customers in China.
- Our goal is to become an international financial consulting company with clients and offices throughout Asia.
- Since our inception in 2015, we have focused on helping clients going public in the US. We are currently expanding our service offerings and we hope to help more customers going public the US, Mainland China, Hong Kong and other overseas stock exchanges.

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Corporate Structure



For illustrative purposes only. Subject to change without notice.

Management Team



Qiuli Wang

CEO and Chairman of the Board

- President and Chairman of the Board since July 2018, CEO since November 2018
- CEO of Shenzhen Haorong Guarantee Ltd. from January 2010 to June 2018
- VP at Shenzhen Morgan Network Technology Ltd from May 2007 to December 2009
- Jointly founded B2B.cn, an E-commerce group and within 5 years grew it into one of the top ten network marketing companies in China at that time, with 12 branches and nearly 2,000 employees
- Graduated from the Shantou University of Technology
- Years of experience in team building and branding, internet platform operations, and enterprise management



Fang Cheng

CFO

- CFO since September 2018
- CFO of Qianhai Asia Era (Shenzhen) International Financial Services Co., Ltd. since November 2015
- Chief Accountant of China Railway Zhuzhou Bridge Co., Ltd. from November 2009 to October 2015
- Graduated from Correspondence College of Central Party School
- Strong understanding of international accounting and tax policies



Qiang Chen

Director

- Executive director since October 2018
- CEO of Qianhai Asia Era (Shenzhen) International Financial Services Co., Ltd. since November 2015
- VP of Suzhou Uingeo Limited Inc. from January 2010 to October 2015
- CEO of Shenzhen Shangyuan Electronic Commerce Co., Ltd. from June 2005 to December 2009
- Graduated from Suzhou University, majoring in business administration
- Specializes in international capital markets operations, China-US and Hong Kong capital market policies and regulations
- Rich professional knowledge and practical experience in going public consulting, asset restructuring, equity and securities financing
- Advised several Chinese companies in their going public processes

Independent Directors



Kwong Sang Liu
Independent Director Nominee

- Managed K.S. Liu & Company, CPA Limited, a company he founded, since May 1997
- Practicing accountant in Hong Kong for over 20 years specializing in audit, taxation and corporate financial advisory
- Non-executive director in a number of Hong Kong Stock Exchange listed companies
- Graduated with honors from the Hong Kong Polytechnic University with a bachelor's degree in Accountancy and holds a Master of Business Administration degree from the University of Lincoln, England
- Certified tax advisor and fellow member of the Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants, the Institute of Financial Accountants of the United Kingdom, the Institute of Certified Public Accountants of Australia, the Institute of Certified Public Accountants of Hong Kong, the Taxation Institute of Hong Kong, and the Society of Registered Financial Planners



Yongyuan Chen
Independent Director Nominee

- Practicing lawyer in China and Australia for over 20 years
- Director of China Commercial Law Co. Australia Pty Limited specializing in foreign investment, merger and acquisition and intellectual property laws
- Holds a bachelor degree in international law from Jilin University of China, a Master's degree in international economic law from Renmin University of China, and a Doctor's degree in law from the University of Sydney
- Member of the Pacific Rim Bar Association and All-China Law Society, a legal assistant to the Standing Committee of the Shenzhen Municipal People's Congress, and a member of the WTO Committee of the Shenzhen Bar Association
- Legal counsel of the Ministry of Foreign Economic Relations and Trade, China National Technology Import and Export Corporation, and chief of the Policy and Regulation Division of Shenzhen Science and Technology Bureau
- Senior partner at Guangdong Huashang Law Firm, Sydney Branch from April 2011 and Senior partner at the Beijing office of the UK Law Firm Lovells from October 2007 to April 2008



Londley Zephirin
Independent Director Nominee

- Selected as the No. 1 Stock Picker by the Thomson Reuters Analyst Survey in 2010, and as a Master Stock Picker by the Wall Street Journal in 2008
- CEO and Director of Research at The Zephirin Group, Inc. since January 2014
- Consultant at Barclays Wealth from March 2015 to December 2015
- Analyst consultant at Deutsche Asset Management from October 2006 to December 2012
- Attended Pace University Lubin School of Business where he studied Finance and International Law
- Member of the board and benefit committee of Complexions Contemporary Ballet and Wyjo Ltd

Business Models



For illustrative purposes only. There is no guarantee that any specific outcome will be achieved. See offering documents for further risks and disclosures.

Going Public Consulting Services



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Going Public Consulting Services

Pre IPO

Corporate Restructuring
Business model optimization
Risk Management systems
Corporate governance systems

IPO

IPO Plan and Timeline
Establishing IPO Team
Pre-IPO strategy
Sr. Management Training

Post-IPO

Public Corporate Governance
Market Value Management
Investor Relations Counsel
Uplisting, M&A



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AT Consulting Center



國際金融學院
INTERNATIONAL SCHOOL OF FINANCE

AT Consulting Center, a wholly-owned subsidiary of the Group, provides various financial consulting services to enterprises, individuals and families.

Enterprise Customers

Our "Becoming Public" program adopts a curriculum of training, solution design and execution. We enable entrepreneurs to develop their financial thinking, providing entrepreneurs with more international capital expertise over the course of our six month program, so that enterprises can embark on the path to list internationally.

Individual Customers

Individuals can develop their financial knowledge through our "Career Planning" program. The program is offered over 12 weeks and covers a variety of financial and career building topics.

Family Customers

Our "Family Wealth Management" program assists families with financial planning, investment and management. The program is offered over six days with three sections: Family Wealth Planning I, Family Investing, and Family Wealth Planning II.



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- CNNM (www.chinacnm.com) is a comprehensive news and financial information website operated by ATIF (HK) Limited, a wholly-owned subsidiary of ATIF Holdings Ltd. It has more than 10 million cumulative registered members as of December 2018.
- CNNM's operation was suspended for nearly a year prior to our acquisition, and currently there are about 50,000 daily page views. We are in the process of setting up a team to revitalize its management and operation.
- CNNM expects to generate revenues from advertising, content subscriptions and customer news dissemination services.
- Advertising services revenue is expected to be based on the number of times and display position the advertisements are displayed, and sponsorships for particular sections.
- Content subscriptions revenue is expected to be generated from publishing exclusive news and original articles. 40% of this payment will be retained as income and the remaining 60% will be paid out to the content contributors.
- Customer news dissemination service revenue is expected to be generated from assist consulting service customers with their publicities and public relations by means of posting news, interviews, articles and videos about the companies and their businesses periodically.

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Growth Strategies



Our goal is to become a leading international financial consulting services enterprise that provides a full range of consulting services to small to medium-sized companies in Asia.



Expand our consulting service from U.S.-based markets and exchanges to include Chinese domestic exchanges and the Hong Kong Stock Exchange.



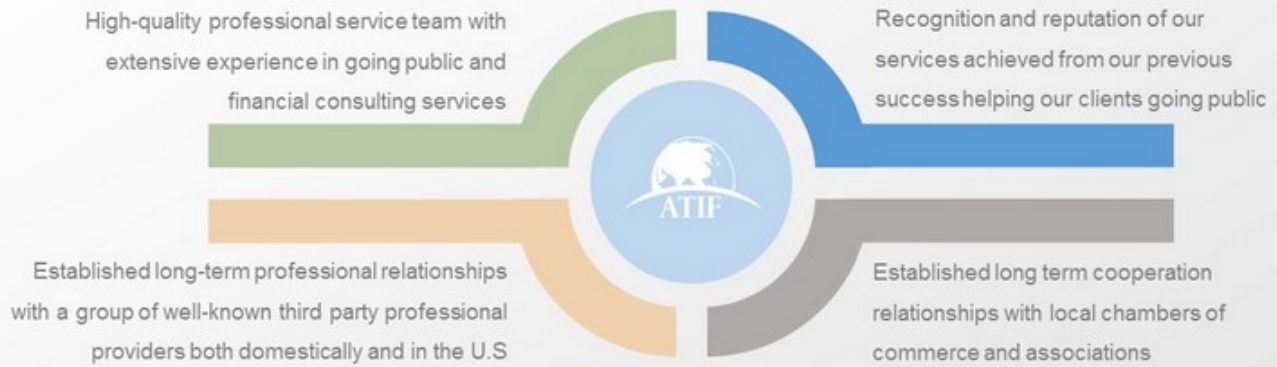
Invest in new complementary business ventures to facilitate the growth of our consulting services business and develop new sources of revenues.



Attract and recruit highly qualified professionals to join our team.

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Competitive Advantages



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Industry Overview

Financial Services Industry



Source: Frost & Sullivan Report

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Industry Overview

China Capital Market



Source: National Bureau of Statistics of the PRC, SSE, SZSE, Frost & Sullivan Report



Source: HKEx, Frost & Sullivan Report

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Industry Overview

U.S. Capital Market



Number of Chinese companies listed on NYSE and NASDAQ

Source: World Federation of Exchange, Nasdaq, Frost & Sullivan Report

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Growth Drivers



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Financial Highlights

Revenue (For the Years Ended July 31)



Net Income (For the Years Ended July 31)



The above financials are extracted based on audited accounts for the twelve months ended July 31, 2017 and July 31, 2018. Past performance is not indicative of future results.

Financial Highlights

Net Margin (For the Years Ended July 31)



Operating Margin (For the Years Ended July 31)



The above financials are extracted based on audited accounts for the twelve months ended July 31, 2017 and July 31, 2018. Past performance is not indicative of future results.

Growth Timeline



2015

Established cross border listing going public services.



2016

Hosted dozens of forums and events throughout China. Achieved profitability.



2017

Built strong brand growth and recognition. Completed three cross-border going public projects.



2018

Officially launched the ATIF Consulting Center in Shenzhen. Acquired CNNM news platform. Began IPO process.

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Contact



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THANK YOU FOR WATCHING

New · York
