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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)**

### **(I) DISCLOSEABLE TRANSACTION – PROVISION OF THE LOAN TO AN INDEPENDENT THIRD PARTY (II) UPDATE ON USAGE OF NET PROCEEDS OF ISSUE OF NOTES**

#### **PROVISION OF THE LOAN**

The Board announces that, after trading hours on 14 August 2015, the Lender entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to grant to the Borrower, an Independent Third Party, the Loan in the principal amount of HK\$12,000,000, bearing interest at a rate of 9% per annum for a term of six months.

#### **GEM LISTING RULES IMPLICATION**

As one of the relevant applicable percentage ratios (as defined in the GEM Listing Rules) for the Loan exceeds 5% but is less than 25%, the provision of the Loan constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

#### **UPDATE ON USAGE OF NET PROCEEDS OF ISSUE OF THE NOTES**

As set out in the announcement of the Company dated 23 July 2015, the intended use of the Notes Net Proceeds would be changed, and were proposed to be used for funding, among others, the Group's money lending business in Hong Kong. As such, the Loan is funded by the Notes Net Proceeds.

\* *for identification purpose only*

## PROVISION OF THE LOAN

The board (“**Board**”) of directors (“**Directors**”) of Finsoft Financial Investment Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) announces that after the trading hours on 14 August 2015, Finsoft Finance Limited (“**Lender**”), a wholly-owned subsidiary of the Company, as the lender, entered into a loan agreement (“**Loan Agreement**”) with a third party independent of the Company and its connected persons (as defined in the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”)) of the Company (“**Independent Third Party**”), as the borrower (“**Borrower**”), pursuant to which the Lender agreed to grant a loan (“**Loan**”) in the principal amount of HK\$12,000,000 to the Borrower for a term of six months.

## THE LOAN AGREEMENT

The principal terms of the Loan Agreement are summarised as follows:

Date of the Loan Agreement	:	14 August 2015
Drawdown date of the Loan	:	17 August 2015
Lender	:	Finsoft Finance Limited, a limited company incorporated in the Hong Kong Special Administrative Region of the People’s Republic of China (“ <b>Hong Kong</b> ”) and a wholly-owned subsidiary of the Company. The Lender is a licensed money lender in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) (“ <b>Money Lenders Ordinance</b> ”)
Borrower:	:	an individual who, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, is an Independent Third Party
Principal amount:	:	HK\$12,000,000
Maturity date of the Loan (“ <b>Maturity Date</b> ”)	:	17 February 2016
Interest rate	:	9% per annum

Under the Loan Agreement, the Borrower shall repay and/or settle the full amount of the Loan together with the interest accrued thereon on the Maturity Date.

The terms of the Loan Agreement have been arrived by the Lender and the Borrower after arm's length negotiation, having regard to the commercial practice and the amount of the Loan.

## **INFORMATION ON THE GROUP**

The Company is an investment holding company. The Group is principally engaged in the provision of financial trading software solutions, provision of other internet financial platforms, provision of referral services, money lending business, securities investments and provision of corporate finance advisory services. The Lender, being a wholly-owned subsidiary of the Company, is a holder of a money lender licence under the Money Lenders Ordinance.

## **REASONS FOR AND BENEFITS OF THE PROVISION OF THE LOAN**

The Directors are of the view that the granting of the Loan is in the course of the Group's money lending business. Having considered the financial background of the Borrower and the interest income to be brought to the Group, the Directors consider that the terms of the Loan Agreement are on normal commercial terms and are fair and reasonable and in the interest of the Company and its shareholders as a whole.

## **GEM LISTING RULES IMPLICATION**

As one of the relevant applicable percentage ratios (as defined in the GEM Listing Rules) for the Loan exceeds 5% but is less than 25%, the provision of the Loan constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under the GEM Listing Rules.

## **UPDATE ON USAGE OF NET PROCEEDS OF ISSUE OF THE NOTES**

As set out in the announcement of the Company dated 23 July 2015, the intended use of the net proceeds (“**Notes Net Proceeds**”) from the issue of the 10 % per annum notes issued by the Company on 18 May 2015 in an aggregate principal amount of HK\$100,300,000 would be changed, and were proposed to be used for funding, among others, the Group’s money lending business in Hong Kong. As such, the Loan is funded by the Notes Net Proceeds.

On behalf of the Board  
**Finsoft Financial Investment Holdings Limited**  
**Chan Sek Keung, Ringo**  
*Chairman*

Hong Kong, 14 August 2015

*As at the date of this announcement, the Board consists of Mr. Li Hoi Kong and Mr. Lawrence Tang being the executive Directors, Mr. Chan Sek Keung, Ringo being the non-executive Director and the chairman of the Board and Ms. Lee Kwun Ling, May Jean, Mr. Yuen Shiu Wai, Mr. Cheng Wen and Mr. Lam Kai Yeung 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 of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company at [www.finsofthk.com](http://www.finsofthk.com).*