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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)

DISCLOSEABLE TRANSACTION – DISPOSAL OF AN ASSOCIATE COMPANY

Reference is made to the announcement of Finsoft Financial Investment Holdings Limited (“**Company**”) dated 1 June 2017 (“**Announcement**”) and the announcement of the Company dated 17 July 2017 in relation to the disposal of 40% of the entire issued share capital of the Target by the Vendor. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

UPDATE ON THE PROPOSED DISPOSAL

The Board wishes to announce that on 31 July 2017, the SP Agreement was executed on the same principal terms as set out under the MOU, save for the following major changes:

- (1) The Target Subsidiary is joined as one of the parties to the SP Agreement. Other parties to the SP Agreement are the same as those named in the MOU.
- (2) Completion Date and Long Stop Date shall be 28 August 2017 or such other date as may be agreed between the parties to the SP Agreement, instead of 16 October 2017 as provided under the MOU.
- (3) Completion will be subject to the following additional Conditions being fulfilled or waived:
 - (a) all other consents, approvals, waivers and clearances which are necessary under applicable laws (including from governmental or official authorities or board approval) in connection with the execution, delivery and performance of the SP Agreement and the consummation of the transactions as contemplated thereunder having been obtained;
 - (b) no applicable law or judicial decision which would prohibit, restrict or materially delay the execution, delivery or performance of the SP Agreement and/or the consummation of the transactions as contemplated thereunder;

* *For identification purposes only*

- (c) such debts, loans or liabilities owed by the Target and/or any of its subsidiaries to the Vendor and Rosy Lane (or any one of them) and/or the affiliates of any one of the Vendor and Rosy Lane (or any of its subsidiaries) which do not form part of the Shareholder's Loan shall be fully repaid and/or settled on or before the Completion Date;
- (d) applications for closure of all existing bank account(s) of the Target Subsidiary having been submitted to the relevant banks; and
- (e) the borrower of all such indebtedness owing by two wholly-owned subsidiaries of HKEII to the Target Subsidiary is changed to Rosy Lane ("**Rosy Lane's Debt**"), such that (i) Rosy Lane's Debt is owed by Rosy Lane to the Target Subsidiary before Completion, and (ii) the amount of Rosy Lane's Debt (in aggregate) is the same as the amount which is equal to the sum of all outstanding borrowings granted by any person to any member of the Target Group before Completion;

and the original Condition set out in sub-paragraph (1) under the section headed "Conditions" of the Announcement was thereby removed from the SP Agreement.

The Purchaser may not waive either in whole or in part the Conditions set out under sub-paragraphs (a) and (b) above.

As at the date of this announcement, Completion of the Disposal has not occurred and is subject to the Conditions being fully fulfilled/satisfied or waived in accordance with the SP Agreement.

On behalf of the Board
Finsoft Financial Investment Holdings Limited
Mr. Chan Wai Lung
Chairman

Hong Kong, 31 July 2017

As at the date of this announcement, the Board consists of Mr. Chan Wai Lung being an executive Director and the chairman of the Board, Ms. Lam Ching Yee and Ms. Lin Ting being the executive Directors, Mr. Fung Ka Lok Adams and Mr. Ng Wing Cheong Stephen being the non-executive Directors, and Mr. Lam Kai Yeung, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi 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 at www.hkgem.com for a minimum period of seven days from the date of its publication and on the Company’s website at www.finsofthk.com.