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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 – PROVISION OF THE LOANS**

#### **PROVISION OF THE LOANS**

On 7 December 2016, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement A, Loan Agreement B and Loan Agreement C with Borrower A, Borrower B and Borrower C respectively pursuant to which the Lender has granted the Loans in the aggregate principal amount of HK\$15,420,000 to the Borrowers for one year at an interest rate of 13% per annum.

#### **GEM LISTING RULES IMPLICATIONS**

Since the Loans are for the same purpose of financing of the acquisition by the Borrowers of the same company, the provision of the Loans are aggregated for the purpose of Chapter 19 of the GEM Listing Rules.

As certain applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the aggregate amount of the Loans are more than 5% but all applicable percentage ratios are less than 25%, the grant of the Loans under the Loan Agreements constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the notification and announcement requirements under the GEM Listing Rules.

\* *for identification purpose only*

## **PROVISION OF THE LOANS**

On 7 December 2016, the Lender, an indirect wholly-owned subsidiary of the Company, entered into Loan Agreement A, Loan Agreement B and Loan Agreement C with Borrower A, Borrower B and Borrower C respectively. The principal terms of the Loan Agreements are identical and are summarised as below:

### **THE LOAN AGREEMENTS**

Date:	7 December 2016
Lender:	Finsoft Finance Limited, an indirect wholly-owned subsidiary of the Company.
Borrower:	Borrower A, Borrower B and Borrower C respectively
	To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Borrowers is an Independent Third Party.
Principal amount:	HK\$5,140,000 for each of the Borrowers
Interest:	13% per annum and payable semi-annually
Term:	One year
Repayment:	Subject as otherwise provided in the Loan Agreements, each of the Borrowers shall repay their respective Loan upon expiry of the term.
Prepayment:	The Borrowers may at any time prepay all or part of their respective Loan and the accrued interests by giving prior written notice to the Lender.

### **FUNDING OF THE LOANS**

The Group financed the Loans with its internal resources.

### **INFORMATION OF THE GROUP AND THE LENDER**

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, assets investments, provision of corporate finance advisory services and provision of design and fitting-out services in Hong Kong.

The Lender, being an indirect wholly-owned subsidiary of the Company, is a licensed money lender in Hong Kong under the Money Lenders Ordinance.

## **REASONS FOR THE GRANT OF THE LOANS**

The Directors consider that the grant of the Loans to the Borrowers is in the ordinary and usual course of business of the Group. The terms of each of the Loan Agreements (including the interest rate) are negotiated on an arm's length basis between the Lender and each of the Borrowers with reference to the commercial practice and the amount of the Loans. The Directors are of the view that the terms of each of the Loan Agreements are normal commercial terms entered into based on the Company's credit policy. Taking into account the revenue and cashflow stream expected from the interest income, the Directors consider that the terms of the each of the Loan Agreements are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

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As certain applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the aggregate amount of the Loans are more than 5% but all applicable percentage ratios are less than 25%, the grant of the Loans under the Loan Agreements constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the notification and announcement requirements under the GEM Listing Rules.

## **DEFINITIONS**

In this announcement, the following expressions have the following meanings:

“Board”	the board of Directors
“Borrower A”	an individual who, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, is an Independent Third Party
“Borrower B”	an individual who, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, is an Independent Third Party
“Borrower C”	an individual who, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, is an Independent Third Party
“Borrowers”	collectively, Borrower A, Borrower B and Borrower C
“Company”	Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM

“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected person(s) (has the meaning as ascribed to it under the GEM Listing Rules)
“Lender”	Finsoft Finance Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Loan A”	the unsecured loan in the principal amount of HK\$5,140,000 granted to the Borrower A under the Loan Agreement A
“Loan B”	the unsecured loan in the principal amount of HK\$5,140,000 granted to the Borrower B under the Loan Agreement B
“Loan C”	the unsecured loan in the principal amount of HK\$5,140,000 granted to the Borrower C under the Loan Agreement C
“Loans”	collectively, Loan A, Loan B and Loan C and “Loan” shall mean one of them
“Loan Agreement A”	the loan agreement dated 7 December 2016 entered into between the Lender and the Borrower A in respect of the Loan A
“Loan Agreement B”	the loan agreement dated 7 December 2016 entered into between the Lender and the Borrower B in respect of the Loan B
“Loan Agreement C”	the loan agreement dated 7 December 2016 entered into between the Lender and the Borrower C in respect of the Loan C

“Loan Agreements”	collectively, Loan Agreement A, Loan Agreement B and Loan Agreement C
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

On behalf of the Board  
**Finsoft Financial Investment Holdings Limited**  
**Mr. Ng Wing Cheong Stephen**  
*Chairman*

Hong Kong, 7 December 2016

*As at the date of this announcement, the Board consists of Ms. Lin Ting and Ms. Lam Ching Yee being the executive Directors, Mr. Ng Wing Cheong Stephen being the non-executive Director and the chairman of the Board and Ms. Lee Kwun Ling, May Jean, Mr. Yuen Shiu Wai 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 GEM at [www.hkgem.com](http://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](http://www.finsofthk.com).*