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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: DEEMED DISPOSAL OF 49% INTERESTS OF THE TARGET

SUBSCRIPTION AGREEMENT AND DEEMED DISPOSAL

The Board wishes to announce that after trading hours on 12 May 2016, the Target and the Subscriber entered into the Subscription Agreement, pursuant to which the Subscriber has agreed to subscribe for the Subscription Shares at the Subscription Price of HK\$3,500,000. Immediately before the signing and completion of the Subscription Agreement, the Target was wholly-owned by Winrange, a direct wholly-owned subsidiary of the Company.

As at the date of this announcement, the Target Group is principally engaged in the business of providing property management and property agency services in Hong Kong.

IMPLICATION UNDER THE GEM LISTING RULES

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

THE SUBSCRIPTION AGREEMENT

After trading hours on 12 May 2016, the Target and the Subscriber entered into the Subscription Agreement, the principal terms of which are set out below:

* *for identification purpose only*

Date

12 May 2016

Parties

- (i) the Target
- (ii) the Subscriber

Immediately before the signing and completion of the Subscription Agreement, Winrange held 510 Target Shares, representing 100% of the issued share capital of the Target. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, (i) the Subscriber has not commenced any business since its incorporation and (ii) the Subscriber and its ultimate beneficial owner are Independent Third Parties.

Subject matter

The Subscriber agreed to subscribe for the Subscription Shares and the Target agreed to allot and issue the Subscription Shares to the Subscriber subject to the terms and conditions of the Subscription Agreement and the memorandum and articles of association of the Target.

The Subscription Agreement does not contain any restrictions which apply to the subsequent sale of the Subscription Shares.

Subscription Price

The Subscription Price is HK\$3,500,000 and has been settled by the Subscriber by a cheque drawn against a licensed bank in Hong Kong at Completion.

The Subscription Price was determined after arm's length negotiations by the Target and the Subscriber on normal commercial terms after taking into account, among other factors, the unaudited combined net assets value of the Target Group as at 30 April 2016, the capital needs of the Target Group and the synergy effect created by the Transaction as described under the paragraph headed "Reasons for and benefits of the Transaction" below.

Completion and deemed disposal upon Completion

The Subscription Agreement is unconditional and Completion took place on 12 May 2016 immediately after the signing of the Subscription Agreement.

Immediately before Completion, the Target was wholly-owned by the Group. Immediately after Completion, the Target is owned as to 51% by the Group and 49% by the Subscriber. The Group is deemed to have disposed of 49% of equity interest of the Target. Each of the members of the Target Group becomes a non wholly-owned subsidiary of the Company.

INFORMATION OF THE TARGET GROUP

The Target is a company incorporated in the BVI with limited liability on 21 November 2014.

The Target is principally engaged in investment holding. Details of the Target Subsidiaries as at the date of this announcement are set out below.

Profit Sun International Investments Limited is a company incorporated in the BVI with limited liability on 28 January 2016 and has not commenced business since its incorporation save for acting as an investment holding company, holding 100% of the issued share capital of Profit Sun International Investments (HK) Limited, a company incorporated in Hong Kong on 2 March 2016 with limited liability. Profit Sun International Investments (HK) Limited has not commenced business since its incorporation.

Central Pearl Investments Limited is a company incorporated in the BVI with limited liability on 10 March 2016 and has not commenced business since its incorporation save for acting as an investment holding company, holding 100% of the issued share capital of Full Profit Property Services Company Limited, a company incorporated in Hong Kong with limited liability on 31 March 2011. Full Profit Property Services Company Limited is principally engaged in the business of providing property management and property agency services in Hong Kong.

The unaudited combined total assets value and the net assets value of the Target Group as at 30 April 2016 are approximately HK\$5,310,000 and HK\$3,506,000 respectively, and of which 49% (as represented by the Subscription Shares) amounted to approximately HK\$2,602,000 and HK\$1,718,000 respectively. Set out below is certain unaudited combined financial information of the Target Group for the thirteen months from 1 April 2015 to 30 April 2016 and for the year ended 31 March 2015:

	For the thirteen months from 1 April 2015 to 30 April 2016 <i>HK\$</i> approximately (unaudited)	For the year ended 31 March 2015 <i>HK\$</i> approximately (unaudited)
Revenue	14,937,000	4,153,000
Net profit before tax	9,424,000	638,000
Net profit after tax	8,122,000	598,000

Based on the preliminary assessment on the unaudited combined financial information of the Target Group for the thirteen months from 1 April 2015 to 30 April 2016, the Group will not record any gain or loss as a result of the Transaction. The actual gain or loss as a result of the Transaction to be recorded by the Group is subject to final audit to be performed by the auditors of the Company. It is expected that the Subscription Price will be used as general working capital of the Target Group.

REASONS FOR AND BENEFITS OF THE TRANSACTION

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 and properties investments, provision of corporate finance advisory services and provision of property management and property agency services in Hong Kong. The Directors believe that the Transaction represents a good opportunity to establish a strategic alliance with the Subscriber, who can provide capital to the Target Group and who is expected to bring new business synergy to the Target Group.

Having considered the factors as mentioned above, the Board is of the view that the terms of the Subscription Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATION UNDER THE GEM LISTING RULES

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

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“BVI”	the British Virgin Islands
“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
“Completion”	completion of the Subscription Agreement in accordance with the terms of the Subscription Agreement
“connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons
“Subscriber”	Billion Centrium Group Holdings Limited, a company incorporated in the BVI with limited liability on 27 April 2016, who and whose ultimate beneficial owner are Independent Third Parties
“Subscription Agreement”	the agreement dated 12 May 2016 entered into between the Target and the Subscriber in relation to the subscription of the Subscription Shares
“Subscription Price”	the subscription price for the subscription of the Subscription Shares, being HK\$3,500,000
“Subscription Shares”	490 shares of US\$1.00 each allotted and issued to the Subscriber by the Target pursuant to the Subscription Agreement, representing 49% of the issued share capital of the Target as enlarged by the allotment and issue of the Subscription Shares immediately after Completion
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Wise Link International Limited, a company incorporated in the BVI with limited liability and was wholly-owned by Winrange immediately before Completion
“Target Group”	the Target and the Target Subsidiaries
“Target Shares”	ordinary shares of US\$1 each in the share capital of the Target
“Target Subsidiaries”	wholly-owned subsidiaries of the Target, being Profit Sun International Investments Limited, Profit Sun International Investments (HK) Limited, Central Pearl Investments Limited and Full Profit Property Services Company Limited

“Transaction”	the deemed disposal of 49% of interests in the Target by the Group upon Completion
“Winrange”	Winrange Investments Limited, a company incorporated in the BVI with limited liability on 9 September 2013 and a direct wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	US dollars, the lawful currency of the United States of America
“%”	per cent.

By order of the Board
Finsoft Financial Investment Holdings Limited
Mr. Chan Sek Keung, Ringo
Chairman

Hong Kong, 12 May 2016

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 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 for a minimum period of seven days from the date of its publication and on the Company’s website at www.finsofthk.com.