

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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: ACQUISITION OF 5% INTEREST OF THE TARGET

THE ACQUISITION

After the trading hours on 18 July 2016, the Purchaser, an indirect wholly-owned subsidiary of the Company, and the Vendor entered into the SP Agreement pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell the Sale Shares, representing 5% of the issued share capital in the Target, at the consideration of HK\$24,271,000.

The Target Group is principally engaged in the provision of contracted medical schemes for integrated medical and healthcare check-up services.

IMPLICATIONS UNDER THE GEM LISTING RULES

As all applicable percentage ratios under the GEM Listing Rules in respect of the Acquisition exceed 5% but are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under the GEM Listing Rules and is therefore subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

The Board is pleased to announce that, after the trading hours on 18 July 2016, the Purchaser, an indirect wholly-owned subsidiary of the Company, and the Vendor entered into the SP Agreement.

THE SP AGREEMENT

The principal terms of the SP Agreement are set out below.

Date:

18 July 2016

* *for identification purpose only*

Parties:

- Vendor : JFA Capital, a company incorporated in the Cayman Islands with limited liability.
- Purchaser : Eagle Networks Company Limited, a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of the Company as at the date of this announcement.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, (i) the principal business of the Vendor is investment holding, and (ii) each of the Vendor and its ultimate beneficial owner(s) is an Independent Third Party.

Assets to be acquired:

The Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell the Sale Shares, representing 5% of the issued share capital in the Target, with effect from Completion free from all encumbrances together with all rights of any nature then or thereafter attaching thereto including but not limited to all dividends or distributions which may be paid, declared or made in respect thereof at any time on or after the Completion Date.

Consideration:

The Consideration for the Sale Shares payable by the Purchaser is HK\$24,271,000. The Consideration shall be settled by the Purchaser in cash at Completion.

Basis of consideration:

The Consideration is determined by the Vendor and the Purchaser after arm's length negotiation on normal commercial terms having taken into account (i) the historical financial performance of the Target Group; (ii) the network of over 700 specialist and general practitioner doctors whom the Target Group has entered into contracts with; and (iii) the existing contract customers of the Target Group.

The Consideration will be funded by the Group's internal resources and/or borrowings.

Conditions:

Completion shall be conditional upon the following Conditions having been fulfilled or waived:

- (1) the Purchaser having carried out and completed the due diligence review of the Target Group (whether legal, accounting, financial, operational or other aspects that the Purchaser considers necessary) and being reasonably satisfied with the results of the due diligence review of the Target Group and its related business, assets, liabilities, activities, operations, financial position, prospects in all respects and any other aspects of the Target Group that the Purchaser, its agents or professional advisers consider necessary;
- (2) the Company having complied with the requirements under the GEM Listing Rules in respect of the transactions contemplated under the SP Agreement;

- (3) (if required) all requisite waivers, consents and approvals from any relevant governmental or regulatory authorities or other relevant third parties in connection with the transactions contemplated by the SP Agreement required to be obtained on the part of the Vendor, the Purchaser and the Target having been obtained by the Purchaser;
- (4) the Purchaser being satisfied, from the date of the SP Agreement and at any time before Completion, that the Warranties remain true, accurate and not misleading and that no events have occurred that would result in any breach of any of the Warranties or other provisions of the SP Agreement by the Vendor; and
- (5) there being no Material Adverse Change up to Completion.

The Purchaser may waive the above Conditions (1), (4) and (5) at any time before the Long Stop Date by notice in writing to the Vendor. Save as aforesaid, none of the above Conditions is capable of being waived.

If any of the Conditions shall not have been fulfilled or waived at or before 5:00 p.m. on the Long Stop Date, the SP Agreement shall cease and determine (save and except provisions in relation to confidentiality, costs and expenses, miscellaneous matters, notices and governing law and jurisdiction which shall continue to have full force and effect) and thereafter neither party under the SP Agreement shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches of the terms thereof.

Completion:

Upon fulfillment or waiver of all the above Conditions, Completion shall take place on the Completion Date.

Immediately after Completion, the Purchaser will hold 5% of the issued share capital of the Target.

INFORMATION ON THE TARGET GROUP

The Target is a company incorporated in the Cayman Islands with limited liability on 15 January 2016 and is principally engaged in investment holding. The Target Group is principally engaged in the provision of contracted medical schemes (“Schemes”) for integrated medical and healthcare check-up services. The customers of the Target Group are corporate clients, which have engaged the Target Group to provide the Schemes mainly in Hong Kong so as to allow the employees of such corporate clients to seek medical and healthcare services offered by the network of the Target Group. Currently, the Target Group has a network of over 700 specialist and general practitioner doctors for providing medical and healthcare services under the Schemes.

The unaudited consolidated total asset value and the net asset value of the Target Group as at 31 March 2016 are approximately HK\$558.97 million and approximately HK\$10.56 million respectively.

Subsequent to 31 March 2016, the Target Group and the Vendor undertook an internal restructuring regarding certain amounts due to/from the various parties. After completion of such restructuring, the unaudited consolidated net asset value of the Target Group is adjusted to approximately HK\$495.98 million without taking into account the profit and loss effect of the Target Group after 31 March 2016.

The unaudited combined financial information of the Target Group for the two years ended 31 March 2015 and 2016 respectively are as follows:

	For the year ended 31 March 2015 <i>HK\$'000</i> (approximately) (unaudited)	For the year ended 31 March 2016 <i>HK\$'000</i> (approximately) (unaudited)
Revenue	199,713	202,005
Net profit before taxation	32,562	30,473
Net profit after taxation	27,282	25,215

REASONS FOR AND BENEFITS OF THE ACQUISITION

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.

As advised by the Vendor, the Target Group has a network of over 700 specialist and general practitioner doctors for providing medical and healthcare check-up services under the Schemes and the management team of the Target Group has extensive experiences in the management of the Schemes. Having considered the aforesaid, the Directors are of the view that the Acquisition is a good investment opportunity to the Group.

The Directors are of the view that the terms of the SP Agreement are on normal commercial terms and fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

As all applicable percentage ratios under the GEM Listing Rules in respect of the Acquisition exceed 5% but are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under the GEM Listing Rules and is therefore subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

Unless the context requires otherwise, the following words and phrases used in this announcement have the following meanings:

“Acquisition”	the acquisition of the Sale Shares by the Purchaser pursuant to the terms of the SP Agreement
“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, the shares of which are listed on GEM
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the SP Agreement
“Completion Date”	a day within five business days after the last outstanding Condition (other than the Conditions which are only capable of being fulfilled upon Completion) shall have been fulfilled or waived (or such other date as the Vendor and the Purchaser may agree in writing) on which Completion is to take place
“Condition(s)”	condition(s) precedent to the Completion as set out in the paragraph headed “Conditions” of this announcement
“connected person(s)”	has the meaning as ascribed to it in the GEM Listing Rules
“Consideration”	the sum of HK\$24,271,000, being the consideration for the sale and purchase of the Sale Shares
“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
“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”	a party who is not a connected person of the Company and is independent of the Company and its connected persons
“Long Stop Date”	the tenth business day after the date of the SP Agreement (or such other date as the Vendor and the Purchaser may agree in writing)
“Material Adverse Change”	any change (or effect) which has a material and adverse effect on the financial position, business or prospects or results of operations, of the Target Group as a whole
“Purchaser”	Eagle Networks Company Limited, a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of the Company
“Sale Shares”	500 ordinary shares of par value HK\$0.01 each of the Target, representing 5% of its issued share capital, which are legally and beneficially owned by the Vendor as at the date of this announcement and immediately before Completion
“SP Agreement”	the sale and purchase agreement dated 18 July 2016 entered into between the Vendor and the Purchaser in relation to the Acquisition
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	C&C International Healthcare Group Limited, a company incorporated in the Cayman Islands with limited liability
“Target Group”	the Target, its subsidiaries and various joint venture companies
“Vendor”	JFA Capital, a company incorporated in the Cayman Islands with limited liability and an Independent Third Party, being the holding company of the Target
“Warranties”	the representations, warranties and undertakings given by the Vendor to the Purchaser under the SP Agreement
“%”	per cent.

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

Hong Kong, 18 July 2016

As at the date of this announcement, the Board consists of Mr. Li Hoi Kong, Ms. Lin Ting and Ms. Lam Ching Yee 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 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.