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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: ACQUISITION OF SHARES OF A LISTED COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

THE ACQUISITION

After trading hours on 27 September 2016, the Company and the Vendor entered into the SP Agreement pursuant to which the Company has conditionally agreed to purchase and the Vendor has conditionally agreed to sell the Sale Shares (being 16,538,000 of ordinary shares of the Target, namely China Parenting Network Holdings Limited (中國育兒網絡控股有限公司), the issued shares of which are listed on GEM (Stock Code: 8361) at the Consideration of HK\$35,498,817, which will be satisfied by the allotment and issue of 186,492,340 Consideration Shares by the Company at the Issue Price of approximately HK\$0.190 per Consideration Share, credited as fully paid, to the Vendor at Completion.

The Target Group is an online platform focusing on the CBM (children, babies, and maternity) market in the PRC and is mainly engaged in (i) provision of marketing and promotional service; and (ii) e-commerce business.

The 186,492,340 Consideration Shares represent (i) approximately 21.58% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 17.75% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares upon Completion (assuming that there is no other change to the issued share capital of the Company).

* for identification purpose only

IMPLICATIONS UNDER THE GEM LISTING RULES

As certain of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition are more than 5% but all relevant percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to the notification and announcement requirements set out in Chapter 19 of the GEM Listing Rules.

The Consideration Shares will be allotted and issued pursuant to the Specific Mandate. The EGM will be convened for the Shareholders to consider and, if thought fit, approve the grant of the Specific Mandate.

A circular containing, among others, details of the SP Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of Consideration Shares under the Specific Mandate) and the notice of the EGM will be despatched to the Shareholders as soon as possible.

As Completion is subject to the fulfilment (or where applicable, waiver) of the Conditions, the Acquisition may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

The Board is pleased to announce that after trading hours on 27 September 2016, Company and the Vendor entered into the SP Agreement pursuant to which the Company has conditionally agreed to purchase and the Vendor has conditionally agreed to sell the Sale Shares at the Consideration of HK\$35,498,817.

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

THE SP AGREEMENT

Date

27 September 2016

Parties

Vendor: Perfect Growth Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of GET Holdings

Purchaser: The Company

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the principal business of the Vendor is investment in securities and (ii) the Vendor and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons.

Assets to be acquired

The Company has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares, representing approximately 1.61% of the issued share capital of the Target as at the date of the SP Agreement, free from all encumbrances and together with all rights and title of any nature attaching thereto including but not limited to all interests, dividends or distributions which may be paid, declared or made in respect thereof at any time on or after Completion.

Consideration

The Consideration payable by the Company to the Vendor for the Sale Shares shall be HK\$35,498,817 and shall be satisfied by the allotment and issue of the Consideration Shares by the Company at the Issue Price, credited as fully paid, to the Vendor at Completion.

The Consideration was determined after arm's length negotiations between the Company and the Vendor on normal commercial terms having regard to the average closing price of HK\$2.385 per share of the Target as quoted on the Stock Exchange in the ten consecutive trading days immediately preceding (and including) the date of the SP Agreement.

The number of Consideration Shares to be allotted and issued to the Vendor is calculated by dividing the Consideration with the Issue Price, rounded down to the nearest whole number (being 186,492,340 Consideration Shares). The Issue Price of approximately HK\$0.190 per Consideration Share:

- (i) represents a discount of approximately 10% to the average closing price of HK\$0.2115 per Share as quoted on the Stock Exchange in the ten consecutive trading days immediately preceding (and including) the date of the SP Agreement; and
- (ii) represents a discount of approximately 20.69% to the closing price of HK\$0.240 per Share as quoted on the Stock Exchange on the date of the SP Agreement.

The Consideration Shares represent:

- (a) approximately 21.58% of the existing issued share capital of the Company as at the date of this announcement; and
- (b) approximately 17.75% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares upon Completion (assuming there is no other change to the issued Share capital of the Company).

The Consideration Shares shall be allotted and issued, credited as fully paid, and rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue, including the rights to all dividends and other distributions which may be declared, made or paid in respect thereof, the record date for which falls or after the date of such allotment and issue.

The Consideration Shares shall be allotted and issued under the Specific Mandate. Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

The SP Agreement does not contain any restrictions which apply to the subsequent sale of the Sale Shares and the Consideration Shares.

Conditions precedent

Completion shall be conditional upon the following Conditions being fulfilled or waived (if applicable):

- (1) the Stock Exchange having granted or having agreed to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Consideration Shares;
- (2) the passing of the ordinary resolution(s) by the Shareholders (to the extent they are not prohibited from voting on such resolution(s) under the GEM Listing Rules) at the EGM approving the grant of the Specific Mandate for the allotment and issue of the Consideration Shares under the SP Agreement;
- (3) all requisite consents, clearances, authorisations and approvals (or, as the case may be, the relevant waiver) in connection with the entering into and the performance of the SP Agreement and the transactions contemplated thereunder having been obtained by the parties thereto;
- (4) the consummation of the transactions contemplated pursuant to the SP Agreement not having been restrained, enjoined or otherwise prohibited by any applicable laws and regulations, including any order, injunction, decree or judgment of any court or other governmental authority;
- (5) the warranties given by the Vendor under the SP Agreement remaining true and accurate in all respects and not misleading; and
- (6) the warranties given by the Company under the SP Agreement remaining true and accurate in all respects and not misleading.

The Company may waive Condition (5) at any time before the Long Stop Date by notice in writing to the Vendor. The Vendor may waive Condition (6) at any time before the Long Stop Date by notice in writing to the Company. Save as aforesaid, none of the Conditions is capable of being waived by any of the parties to the SP Agreement.

If the Conditions shall not have been fulfilled or waived (where applicable) in full at or before 5:00 p.m. on the Long Stop Date, all rights and obligations of the parties under the SP Agreement shall cease and terminate, and thereafter none of the parties shall have any claim against the other, save for provisions relating to confidentiality, notices and communication and governing law which shall continue to have full force and effect and any antecedent breach of the terms of the SP Agreement.

Completion

Subject to the fulfillment or waiver (as the case may be) of all the Conditions, Completion shall take place on the fifth business day after the last outstanding Condition (other than those Condition(s) which can only be fulfilled upon Completion) shall have been fulfilled or waived (or such other date as the Company and the Vendor shall agree in writing).

Immediately after Completion, the Company will hold approximately 1.61% of the issued share capital of the Target (assuming that there is no change to the issued share capital of the Target from the date of this announcement up to Completion).

INFORMATION ON THE TARGET GROUP

The Target is China Parenting Network Holdings Limited (中國育兒網絡控股有限公司), the issued shares of which are listed on GEM (Stock Code: 8361).

The Target Group is an online platform focusing on the CBM (children, babies, and maternity) market in the PRC and is mainly engaged in (i) provision of marketing and promotional service; and (ii) e-commerce business.

Set out below is a summary of certain financial information of the Target Group for the two years ended 31 December 2015 (all amounts quoted in RMB under this section are converted into HK\$ at the rate of HK\$1.00 to RMB0.86 for the purpose of illustration only):

	Year ended 31 December 2014 <i>(approximately)</i> (audited)	Year ended 31 December 2015 <i>(approximately)</i> (audited)
Revenue	RMB53,433,000 (equivalent to approximately HK\$62,131,000)	RMB79,774,000 (equivalent to approximately HK\$92,760,000)
Net profit (before taxation)	RMB19,839,000 (equivalent to approximately HK\$23,069,000)	RMB33,705,000 (equivalent to approximately HK\$39,192,000)
Net profit (after taxation)	RMB19,587,000 (equivalent to approximately HK\$22,776,000)	RMB32,660,000 (equivalent to approximately HK\$37,977,000)

The unaudited consolidated total asset value and net asset value of the Target as at 30 June 2016 were approximately RMB345,500,000 (equivalent to approximately HK\$401,744,000) and RMB323,345,000 (equivalent to approximately HK\$375,983,000) respectively.

INFORMATION OF THE GROUP

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 property management and property agency services in Hong Kong.

REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITION

The Target Group is an online platform focusing on the CBM (children, babies, and maternity) market in the PRC and is mainly engaged in (i) provision of marketing and promotional service; and (ii) e-commerce business. The Directors expect that the Target Group will gradually scale up its marketing and promotion services in CBM market in the PRC, and thus bring optimistic investment return to the Group.

On the other hand, the Vendor Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement, (ii) investment in securities, (iii) money lending business, (iv) provision of insurance and mandatory provident fund schemes brokerage business and (v) provision of corporate management solutions and Information Technology (“I.T.”) contract services. Upon Completion, GET Holdings, through the Vendor, will hold approximately 17.75% of the enlarged issued share capital of the Company and thus become a substantial Shareholder. The Directors consider that the allotment and issue of the Consideration Shares to the Vendor will not affect the cash position of the Company. As one of the principal business of the Vendor Group is the provision of corporate management and I.T. contract services, it is expected that the Group will also form strategic alliance with the Vendor Group particularly in the field of the provision of corporate management solutions and I.T. contract services and create synergy effects to the business of the Group.

Having considered the factors set out above, the Directors (including the independent non-executive Directors) are of the view that the terms of the SP Agreement (including the Issue Price) are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon Completion (assuming there is no other change in the shareholding structure of the Company from the date of this announcement up to the date of Completion) are set out below:

Shareholders	As at the date of this announcement		Immediately after Completion	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Luster Wealth Limited	116,411,250 <i>(Note 1)</i>	13.47	116,411,250 <i>(Note 1)</i>	11.08
Ever Robust Holdings Limited	136,800,000 <i>(Note 2)</i>	15.83	136,800,000 <i>(Note 2)</i>	13.02
The Vendor	–	–	186,492,340	17.75
Other public Shareholders	610,788,750	70.69	610,788,750	58.14
	<u>864,000,000</u>	<u>100.00</u>	<u>1,050,492,340</u>	<u>100.00</u>

Notes:

1. These 116,411,250 Shares are held by Luster Wealth Limited (“**Luster Wealth**”). Mr. Chan Sek Keung, Ringo (“**Mr. Chan**”), beneficially owns 100% of the issued share capital of Woodstock Management Limited (“**Woodstock**”), which in turn owns approximately 89.87% of the issued share capital of Luster Wealth. Therefore, each of Woodstock and Mr. Chan is deemed, or taken to be, interested in all the Shares held by Luster Wealth for the purpose of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“**SFO**”). Mr. Chan is the sole director of each of Luster Wealth and Woodstock.
2. These 136,800,000 Shares are held by Ever Robust Holdings Limited (“**Ever Robust**”), which is wholly-owned by Whole Kind Investments Limited (“**Whole Kind**”), which is in turn wholly-owned by Interactive Entertainment China Cultural Technology Investments Limited (“**IE**”). By virtue of the SFO, each of Whole Kind and IE is deemed, or taken to be, interested in all the Shares held by Ever Robust.
3. Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

IMPLICATIONS UNDER THE GEM LISTING RULES

As certain of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition are more than 5% but all relevant percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to the notification and announcement requirements set out in Chapter 19 of the GEM Listing Rules.

The Consideration Shares will be allotted and issued pursuant to the Specific Mandate. The EGM will be convened for the Shareholders to consider and, if thought fit, approve the grant of the Specific Mandate for the allotment and issue of the Consideration Shares.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the transactions contemplated under the SP Agreement (including the allotment and issue of Consideration Shares under the Specific Mandate). As such, no Shareholder will be required to abstain from voting on the resolution(s) to approve the grant of the Specific Mandate at the EGM.

A circular containing, among others, details of the SP Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of Consideration Shares under the Specific Mandate) and the notice of the EGM will be despatched to the Shareholders as soon as possible.

DEFINITIONS

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

“Acquisition”	the acquisition of the Sale Shares by the Company pursuant to the terms of the SP Agreement
“Board”	the board of Directors
“Company”	Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (Stock Code: 8018)

“Completion”	completion of the Acquisition in accordance with the terms and conditions of the SP Agreement
“Conditions”	the conditions precedent to which Completion is subject as set out in the paragraph headed “Conditions precedent” of this announcement, and “Condition” shall be construed accordingly
“connected person(s)”	has the meaning as ascribed to it under the GEM Listing Rules
“Consideration”	the amount of HK\$35,498,817, which is payable by the Company to the Vendor for the Acquisition and shall be satisfied by the allotment and issue of the Consideration Shares
“Consideration Shares”	the 186,492,340 new Shares to be allotted and issued by the Company at the Issue Price, credited as fully paid, to the Vendor at Completion to satisfy the Consideration in full
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for approving, among other matters, the grant of the Specific Mandate for the allotment and issue of the Consideration Shares under the SP Agreement
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GET Holdings”	GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued shares of which are listed on GEM (Stock Code: 8100)
“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 PRC
“Issue Price”	the issue price of approximately HK\$0.190 per Consideration Share
“Long Stop Date”	31 December 2016 (or such later date as the Company and the Vendor may agree in writing)
“PRC”	the People’s Republic of China and, for the purpose of this announcement, exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

“Sale Shares”	the 16,538,000 ordinary shares of the Target of par value of HK\$0.01 each beneficially owned by the Vendor as at the date of the SP Agreement and immediately prior to Completion
“Share(s)”	ordinary shares of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“SP Agreement”	the sale and purchase agreement dated 27 September 2016 entered into between the Company as purchaser and the Vendor in relation to the Acquisition
“Specific Mandate”	the specific mandate for allotment and issue of the Consideration Shares to be granted to the Directors at the EGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	China Parenting Network Holdings Limited (中國育兒網絡控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (Stock Code: 8361)
“Target Group”	the Target and its subsidiaries from time to time
“Vendor”	Perfect Growth Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of GET Holdings
“Vendor Group”	GET Holdings and its subsidiaries from time to time
“%”	per cent.

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

Hong Kong, 27 September 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 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.