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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 5% INTEREST OF THE TARGET

THE DISPOSAL

The Board wishes to announce that after trading hours on 16 March 2017, the Vendor, a wholly-owned subsidiary of the Company, and the Purchaser entered into the SP Agreement, pursuant to which the Vendor has agreed to sell, and the Purchaser has agreed to acquire, the Sale Shares, representing 5% of the issued share capital of the Target, at the aggregate consideration of HK\$25,500,000. Completion has taken place upon the signing of the SP Agreement and the Group has ceased to hold any interest in the Target Group.

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 Disposal exceed 5% but are less than 25%, the Disposal 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 wishes to announce that after trading hours on 16 March 2017, the Vendor (a wholly-owned subsidiary of the Company) and the Purchaser entered into the SP Agreement in respect of the Disposal.

THE SP AGREEMENT

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

Date:

16 March 2017

* *for identification purpose only*

Parties:

- Vendor : Eagle Networks Company Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
- Purchaser : Major Bright Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of New Ray Medicine International Holding Limited (Stock Code: 6108)

The Purchaser is one of the existing shareholders of the Target holding 9% of the issued share capital of the Target immediately before Completion. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the Purchaser is principally engaged in investment holding; and (ii) each of the Purchaser and its ultimate beneficial owner(s) is an Independent Third Party.

Assets disposed of:

The Vendor has agreed to sell, and the Purchaser has agreed to acquire, the Sale Shares, representing 5% of the issued share capital of the Target.

Consideration:

The Consideration for the Sale Shares is HK\$25,500,000, which has been 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 considered the investment costs of the Group and the financial performance of the Target Group.

Completion:

The SP Agreement was unconditional and Completion has taken place upon the signing of the SP Agreement.

Immediately after Completion, the Group has ceased to hold any interest in the Target Group.

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 October 2016 are approximately HK\$566,172,000 and approximately HK\$513,808,000 respectively.

Premium Healthcare (Asia-Pacific) Limited (“**Premium Healthcare**”) is a wholly-owned subsidiary of the Target. Premium Healthcare and its subsidiaries (“**Premium Healthcare Group**”) are the principal operating subsidiaries of the Target Group as at the date of this announcement. Certain unaudited consolidated financial information of Premium Healthcare Group for the two years ended 31 March 2016 is as follows:

	For the year ended 31 March 2015 HK\$’000 (approximately) (unaudited)	For the year ended 31 March 2016 HK\$’000 (approximately) (unaudited)
Revenue	172,998	173,889
Net profit before taxation	32,556	32,737
Net profit after taxation	27,303	27,423

The Group’s investment in the Target Group is classified as available-for-sale investment in the Group’s financial statements. As at 31 December 2016, the unaudited book value of the investment in the Target Group is approximately HK\$24,271,000.

Based on preliminary assessment, it is expected that the Group will record a gain of approximately HK\$1.2 million as a result of the Disposal, being the difference between the Consideration and the unaudited book value of the Target Group as at 31 December 2016. The actual gain or loss as a result of the Disposal 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 sale proceeds from the Disposal will be used as the Group’s general working capital, the repayment of borrowings and/or financing future potential investment opportunities of the Group.

REASONS FOR AND BENEFITS OF THE DISPOSAL

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. As disclosed in the announcement of the Company dated 18 July 2016, the Group acquired the Sale Shares under a sale and purchase agreement from an Independent Third Party at the consideration of HK\$24,271,000. The Directors considered that the Disposal represents a good opportunity for the Company to realise its return from the investment in the Target Group at a reasonable price.

The terms of the SP Agreement were determined after arm’s length negotiations between the Vendor and the Purchaser and having considered the reasons for and benefits of the Disposal as mentioned above, the Directors are of the view that the terms of the SP Agreement are fair and reasonable and on normal commercial terms 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 Disposal exceed 5% but are less than 25%, the Disposal 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:

“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
“Completion”	completion of the Disposal in accordance with the terms and conditions of the SP Agreement
“connected person(s)”	has the meaning as ascribed to it in the GEM Listing Rules
“Consideration”	the sum of HK\$25,500,000, being the consideration for the sale and purchase of the Sale Shares
“Director(s)”	the director(s) of the Company
“Disposal”	the sale of the Sale Shares by the Vendor to the Purchaser pursuant to the terms of the SP Agreement
“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
“Purchaser”	Major Bright Holdings Limited, a limited company incorporated in the British Virgin Islands, a wholly-owned subsidiary of New Ray Medicine International Holding Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 6108)

“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 Completion
“SP Agreement”	the sale and purchase agreement dated 16 March 2017 entered into between the Vendor and the Purchaser in relation to the Disposal
“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”	Eagle Networks Company Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“%”	per cent.

By Order of the Board
Finsoft Financial Investment Holdings Limited
Mr. Ng Wing Cheong Stephen
Chairman

Hong Kong, 16 March 2017

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