

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.

EASY REPAY FINANCE & INVESTMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 8079)

DISCLOSEABLE TRANSACTION FORMATION OF JOINT VENTURE

FORMATION OF JOINT VENTURE

The Board is pleased to announce that on 17 May 2017 (after trading hours), Century Forever, a wholly-owned subsidiary of the Company, entered into the Shareholders' Agreement with Topwise Shareholder I, Topwise Shareholder II and Topwise Shareholder III in relation to Topwise Global, which in turn is interested in 90% of the issued share capital of the JVC.

LISTING RULES IMPLICATIONS

As all the applicable ratios under Chapter 19 of the GEM Listing Rules exceed 5% but are below 25%, the capital contribution contemplated under the Shareholders' Agreement together with capital contribution previously injected by the Company to the JVC and its subsidiary constitute a discloseable transaction of the Company under the GEM Listing Rules and is subject to the notification and announcement requirements but exempt from the circular, Shareholders' approval and accountant's report requirements under the GEM Listing Rules.

The Board is pleased to announce that on 17 May 2017 (after trading hours), Century Forever, a wholly-owned subsidiary of the Company, entered into the Shareholders' Agreement with Topwise Shareholder I, Topwise Shareholder II and Topwise Shareholder III in relation to Topwise Global, which in turn is interested in 90% of the issued share capital of the JVC. Principal terms of the Shareholders' Agreement are set out below:

THE SHAREHOLDERS' AGREEMENT

Date

17 May 2017 (after trading hours)

Parties

- (1) Century Forever Limited
- (2) Garritt Global Investments Limited (Topwise Shareholder I)
- (3) Smooth Up Limited (Topwise Shareholder II)
- (4) Asian Legend International Limited (Topwise Shareholder III)
- (5) Topwise Global Holdings Limited

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Topwise Shareholder I, Topwise Shareholder II and Topwise Shareholder III and their respective ultimate beneficial owners are third parties independent of the Group and its connected persons.

Capital contribution

The total issued share capital of the Topwise Global shall be no more than HK\$42.75 million, of which (i) 73% (being approximately HK\$31.208 million) will be contributed by Topwise Shareholder I, (ii) 22% (being approximately HK\$9.405 million) will be contributed by Century Forever, (iii) 3% (being approximately HK\$1.283 million) will be contributed by Topwise Shareholder II, and (iv) 2% (being approximately HK\$0.855 million) will be contributed by Topwise Shareholder III, in cash. Topwise Global will not become a subsidiary of the Company after injection of capital contribution by Century Forever.

The basis of the capital contribution

The amount of capital contribution to be made by the Parties was arrived at after arm's length negotiations between the Parties on normal commercial terms taking into account the expected capital requirements of the JVC. The capital contribution to be injected by Century Forever will be funded by internal resources of the Group.

Purpose of the JVC

The JVC is a company incorporated in the British Virgin Islands with limited liability. It is held as to 90% by Topwise Global and 10% by an Independent Third Party. The JVC is an investment holding company and its subsidiaries are principally engaged in vehicle maintenance business. The Company has previously contributed HK\$6.21 million to the JVC and its subsidiary.

Board composition

The board of Topwise Global shall comprise not more than 8 directors. Topwise Shareholder I may appoint 5 directors and each of Century Forever, Topwise Shareholder II and Topwise Shareholder III may appoint 1 director to the board of Topwise Global.

Guarantee

Irrespective of whether Century Forever continues to be a shareholder of Topwise Global, Century Forever undertakes to procure the Company to perform its obligations as guarantor under the terms and conditions of the contract relating to the management, operation and repair of New Kowloon Bay Vehicle Examination Centre and the relevant Hong Kong government tender until the expiry of such contract. Failure of the Company to perform its obligations as guarantor under the contract and the government tender shall constitute a material breach of the Shareholders' Agreement.

INFORMATION OF THE PARTIES TO THE SHAREHOLDERS' AGREEMENT

Topwise Shareholder I is a company incorporated in the British Virgin Islands with limited liability. Topwise Shareholder II and Topwise Shareholder III are both companies incorporated in Hong Kong with limited liability. Each of Topwise Shareholder I, Topwise Shareholder II and Topwise Shareholder III is an investment holding company.

REASONS FOR AND BENEFITS OF ENTERING INTO THE SHAREHOLDERS' AGREEMENT

The Group is principally engaged in money lending business, property investment, financial instruments, retail business, medicine store and quoted shares investment in Hong Kong.

Entering into the Shareholders' Agreement and the formation of the JVC enable to the Group to further its investment in the motor vehicle related business and brings a new source of income to the Group.

The Directors are of the view that the terms of the Shareholders' Agreement are on normal commercial and are fair and reasonable so far as the Company and the Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As all the applicable ratios under Chapter 19 of the GEM Listing Rules exceed 5% but are below 25%, the capital contribution contemplated under the Shareholders' Agreement together with capital contribution previously injected by the Company to the JVC and its subsidiary constitute a discloseable transaction of the Company under the GEM Listing Rules and is subject to the notification and announcement requirements but exempt from the circular, Shareholders' approval and accountant's report requirements under the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Business Day(s)”	a day (other than Saturday, Sunday and a public holiday) on which banks are open for business in Hong Kong
“Century Forever”	Century Forever Limited (健中有限公司), a company incorporated in Hong Kong with limited liability, and is a wholly-owned subsidiary of the Company
“Company”	Easy Repay Finance & Investment Limited (Stock code: 8079), a company continued in Bermuda with limited liability, the Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under 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 from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	a party(ies) who is(are) not a connected person(s) of the Company and is independent of the Company and its connected persons
“JVC”	Perfect Moto Holdings Limited (八方控股有限公司), a company incorporated in the British Virgin Islands with limited liability
“Party(ies)”	the party(ies) to the Shareholders’ Agreement

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Shareholders’ Agreement”	the shareholders’ agreement in relation to Topwise Global dated 17 May 2017 entered into between Century Forever, Topwise Shareholder I, Topwise Shareholder II and Topwise Shareholder III
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the GEM Listing Rules
“Topwise Global”	Topwise Global Holdings Limited (領智環球控股有限公司), a company incorporated in the British Virgin Islands with limited liability
“Topwise Shareholder I”	Garritt Global Investments Limited, a company incorporated in the British Virgin Islands with limited liability
“Topwise Shareholder II”	Smooth Up Limited (泳興有限公司), a company incorporated in Hong Kong with limited liability
“Topwise Shareholder III”	Asian Legend International Limited (怡龍國際有限公司), a company incorporated in Hong Kong with limited liability
“%”	per cent

By Order of the Board
Easy Repay Finance & Investment Limited
Shiu Yeuk Yuen
Chairman

Hong Kong, 17 May 2017

As at the date of this announcement, the Board comprises Mr. Shiu Yeuk Yuen and Mr. Leung Ge On Andy as executive Directors; Dr. Siu Yim Kwan, Sidney, Mr. Kam Tik Lun and Mr. Ho Siu King, Stanley as independent non-executive Directors.

This announcement, for which the Directors of the Company 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 of the Company 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 GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its publication and on the website of the Company at www.ecrepay.com.