

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 18 September 2013 (the “Prospectus”) issued by Finsoft Corporation (the “Company”) for detailed information about the Company and the Placing described below before deciding whether or not to invest in the shares thereby being offered.*

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*Unless defined herein, terms in this announcement shall have the same meanings as those defined in the Prospectus.*

## **FINSOFT CORPORATION**

**匯財軟件公司**

*(incorporated in the Cayman Islands with limited liability)*

### **LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING**

**Number of Placing Shares : 50,000,000 Placing Shares**  
**Placing Price : HK\$0.82 per Placing Share (payable in full upon application, plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)**  
**Nominal Value : HK\$0.01 each**  
**Stock Code : 8018**

*Sponsor*

**AmCap**

*Ample Capital Limited*  
豐盛融資有限公司

*Lead Manager*



**Astrum Capital Management Limited**

*Co-Lead Managers*

**AmCap**

**Ample Orient Capital Limited**



**Taiping Securities (HK) Co Limited**

## SUMMARY

- The Placing Price is HK\$0.82 per Placing Share exclusive of brokerage fee of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%.
- Based on the Placing Price of HK\$0.82 per Placing Share, the net proceeds from the Placing to be received by the Company are estimated to be approximately HK\$28.6 million.
- The Offer Size Adjustment Option has not been exercised by the Lead Manager and has lapsed.
- The 50,000,000 Placing Shares offered by the Company under the Placing have been moderately oversubscribed and have been conditionally allocated to a total of 159 selected individual and professional investors.
- The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.
- The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the public float of the Company will be approximately 30.6% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 26 September 2013. The Shares will be traded in board lots of 2,500 Shares each. The stock code of the Shares is 8018.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## PLACING PRICE AND USE OF NET PROCEEDS FROM THE PLACING

The Placing Price is HK\$0.82 per Placing Share (payable in full on application in Hong Kong dollars, plus brokerage fee of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%).

Based on the Placing Price of HK\$0.82 per Placing Share, the net proceeds from the Placing to be received by the Company are estimated to be approximately HK\$28.6 million. The Directors intend to apply the net proceeds of the Placing for the purposes and in the amounts set out below:

- approximately HK\$12.3 million, representing approximately 42.9% of the estimated net proceeds, for enhancing product development by developing new products and improving its existing products, of which approximately HK\$10.5 million will be used to recruit new technical staff and HK\$1.8 million will be used to procure relevant hardware;
- approximately HK\$2.5 million, representing approximately 8.7% of the estimated net proceeds, for expanding the customer base;
- approximately HK\$13.0 million, representing approximately 45.5% of the estimated net proceeds, for the possible acquisition of an IT company; and
- the balance of approximately HK\$0.8 million, representing approximately 2.9% of the estimated net proceeds, for working capital of the Group.

#### **LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING**

The 50,000,000 Placing Shares offered under the Placing have been moderately oversubscribed. As at the date of this announcement, the Offer Size Adjustment Option has not been exercised by the Lead Manager and has lapsed and cannot be exercised on any future date.

#### **RESULTS OF ALLOCATION UNDER THE PLACING**

Pursuant to the Placing, 50,000,000 Shares have been conditionally allocated to a total of 159 selected individual and professional investors. The distribution of the Placing Shares is set forth as below:–

	<b>Aggregate number of Placing Shares allocated</b>	<b>Approximate percentage of the total number of Placing Shares allocated</b>	<b>Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue</b>
Top placee	6,000,000	12.00%	3.00%
Top 5 placees	30,000,000	60.00%	15.00%
Top 10 placees	48,000,000	96.00%	24.00%
Top 25 placees	49,495,000	98.99%	24.75%

<b>Number of Placing Shares allocated</b>	<b>Number of placees</b>
2,500 to 100,000	146
100,001 to 500,000	3
500,001 to 1,000,000	1
1,000,001 to 10,000,000	9
<b>Total:</b>	<b>159</b>

The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

#### **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, the three largest public Shareholders shall not beneficially own more than 50% of the Shares in public hands at the time of Listing. The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the public float of the Company will be approximately 30.6% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.

#### **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on 25 September 2013 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters, the placees or their agents (as the case may be). Prospective investors should note that the Lead Manager (for itself and on behalf of the Underwriters) is entitled to terminate the Underwriting Agreement by notice in writing to the Company upon occurrence of any of the events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" of the Prospectus at any time prior to 8:00 a.m. on the Listing Date. In the event that the Underwriting Agreement is terminated, the Placing will lapse and an announcement will be published by the Company on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.finsoftcorp.com](http://www.finsoftcorp.com) accordingly.

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Thursday, 26 September 2013. Shares will be traded in board lots of 2,500 Shares each. The stock code of the Shares is 8018. The Company will not issue any temporary documents of title. No receipts will be issued for application monies paid.

By order of the Board  
**Finsoft Corporation**  
匯財軟件公司  
**Chan Sek Keung, Ringo**  
Chairman

Hong Kong, 25 September 2013

*As at the date of this announcement, the executive Directors are Mr. Li Hoi Kong and Mr. Lai Wai Ho, Samson; the non-executive Director is Mr. Chan Sek Keung, Ringo and the independent non-executive Directors are Ms. Lee Kwun Ling, May Jean, Mr. Tai Man Hin, Tony and Mr. Yuen Shiu Wai.*

*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 enquires, 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](http://www.hkgem.com) and will also be published on the Company's website at [www.finsoftcorp.com](http://www.finsoftcorp.com).*