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CIL Holdings Limited

華建控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 00479)

INSIDE INFORMATION: COOPERATION FRAMEWORK AGREEMENT

The Board is pleased to announce that after trading hours on 3 June 2014, the Company and Finsoft entered into the Cooperation Framework Agreement in relation to the proposed cooperation between the Group and the Finsoft Group in Southeast Asia Region.

Pursuant to the Cooperation Framework Agreement, each of the Group and the Finsoft Group intends to invest not more than HK\$10 million to develop the Proposed Businesses.

The Board wishes to emphasise that the terms of the Cooperation Framework Agreement only set out the preliminary cooperation intentions of the Company and Finsoft, which does not constitute any substantive right and obligation of the parties to the Cooperation Framework Agreement. The transactions contemplated under the Cooperation Framework Agreement may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

COOPERATION FRAMEWORK AGREEMENT

The Board is pleased to announce that after trading hours on 3 June 2014, the Company and Finsoft entered into the Cooperation Framework Agreement in relation to the proposed cooperation between the Group and the Finsoft Group.

Pursuant to the Cooperation Framework Agreement, the Group and the Finsoft Group propose to cooperate and explore opportunities in Southeast Asia Region for the following businesses (collectively, “**Proposed Businesses**”):

- (i) the development, sale and lease of financial trading software solutions with the principal products being trading and settlement systems of financial products for financial institutions. Pursuant to the Cooperation Framework Agreement, the Finsoft Group will be responsible for providing the relevant products and services while the Group will be responsible for the development of the sales and marketing networks; and
- (ii) financial e-commerce platforms/business.

Pursuant to the Cooperation Framework Agreement, each of the Group and the Finsoft Group intends to invest not more than HK\$10 million to develop the Proposed Businesses.

The Company and Finsoft will carry out preliminary feasibility analysis and research on the subject matters of the Cooperation Framework Agreement and the parties will enter into a formal cooperation agreement to set out definitive terms of the cooperation between the parties, such as rights and obligations, investment amount, cost allocation and profit distribution, within 3 months after the completion of the preliminary feasibility analysis and research (or such longer period as agreed by the parties in writing) (“**Long Stop Date**”).

The Cooperation Framework Agreement will be terminated if (i) the preliminary feasibility analysis and research is not completed before 31 August 2014 (or such later date as extended and agreed by the parties in writing); or (ii) no formal cooperation agreement is entered into by the parties by the Long Stop Date.

INFORMATION ABOUT THE GROUP AND THE FINSOFT GROUP

The Group is principally engaged in providing comprehensive solutions and distribution of server storage, multi-media and communication products.

The Finsoft Group is principally engaged in the development, sale and provision of financial trading software solutions and provision of referral services. To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, the Finsoft Group and its ultimate beneficial owners are Independent Third Parties.

GENERAL

The Board wishes to emphasise that the terms of the Cooperation Framework Agreement only set out the preliminary cooperation intentions of the Company and Finsoft, which does not constitute any substantive right and obligation of the parties to the Cooperation Framework Agreement and no legally binding agreement in relation to the Cooperation Framework Agreement has been entered into by the Group with any party as at the date of this announcement (save for certain provisions relating to confidentiality, notices, costs, lapse of agreement and governing law under the Cooperation Framework Agreement). The transactions contemplated under the Cooperation Framework Agreement may or may not proceed.

The transactions contemplated under the Cooperation Framework Agreement, if materialised, may or may not constitute notifiable transaction(s) of the Company for the purpose of the Listing Rules. Further announcement(s) in relation to such transaction(s) will be made by the Company as and when appropriate in compliance with the Listing Rules.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	CIL Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Cooperation Framework Agreement”	the cooperation framework agreement dated 3 June 2014 entered into between the Company and Finsoft in relation to the proposed cooperation regarding the Proposed Businesses
“Director(s)”	the director(s) of the Company
“Finsoft”	Finsoft Corporation, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8018)

“Finsoft Group”	Finsoft and its subsidiaries
“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 Parties”	third parties independent of the Company and connected persons and their respective associates (within the meaning of the Listing Rules) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the shares of the Company of HK\$0.01 each
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

On behalf of the Board
CIL Holdings Limited
Ke Jun Xiang
Chairman

Hong Kong, 3 June 2014

As at the date of this announcement, 3 executive directors are Mr. Ke Jun Xiang (Chairman), Ms. Lo Yuen Chung and Mr. Fu Daoding; 2 non-executive directors are Mr. Chow Yeung Tuen, Richard and Mr. Li Chung Kai, Philip; and 3 independent non-executive directors are Mr. Kwok Yam Sheung, Mr. Chan Siu Kay and Mr. Choi Chin Yu.

* *For identification purposes only*