

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company 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.

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Finsoft Corporation 匯財軟件公司 (the “Company”) dated 18 September 2013.

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 for detailed information about the Placing described below before deciding whether or not to invest in the Shares thereby being offered.

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 (subject to the Offer Size Adjustment Option)
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 per Share
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



中国太平 太平証券(香港)有限公司
CHINA TAIPING Taiping Securities (HK) Co., Ltd.

Taiping Securities (HK) Co Limited

Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies Ordinance are available, for information purposes only, during normal office hours from 9:30 a.m. to 5:00 p.m. at the offices of (i) Ample Capital Limited at Unit A, 14th Floor, Two Chinachem Plaza, 135 Des Voeux Road Central, Hong Kong; and (ii) Astrum Capital Management Limited at 11th Floor, 122 QRC, Nos. 122–126, Queen’s Road Central, Central, Hong Kong from 18 September 2013 to 26 September 2013 (both dates inclusive).

Pursuant to the Underwriting Agreement, the Company is offering 50,000,000 Placing Shares for subscription by way of Placing (subject to the Offer Size Adjustment Option) at the Placing Price on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus. It is expected that the Underwriters, on behalf of the Company, will conditionally place 50,000,000 initial Placing Shares at the Placing Price to selected individual, professional and institutional investors in Hong Kong.

In connection with the Placing, the Company has granted to the Lead Manager the Offer Size Adjustment Option, which is exercisable by the Lead Manager (for itself and on behalf of the Underwriters) (i) on or before the business day immediately before the date of allotment results announcement; and (ii) within 30 days from the date of the Prospectus, whichever is earlier, in writing, to require the Company to allot and issue up to 7,500,000 additional Shares at the Placing Price (representing 15% of the total number of Shares initially available for subscription under the Placing).

For the avoidance of doubt, the purpose of the Offer Size Adjustment Option is to provide flexibility for the Lead Manager to meet any excess demand in the Placing. The Offer Size Adjustment Option will not be associated with any price stabilisation activity of the Shares in the secondary market after the listing of the Shares on GEM and will not be subject to the Securities and Futures (Price Stabilizing) Rules of the SFO (Chapter 571W of the Laws of Hong Kong). No purchase of the Shares in the secondary market will be effected to cover any excess demand in the Placing which will only be satisfied by the exercise of the Offer Size Adjustment Option in full or in part.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Conditions of the Placing” in the section headed “Structure and conditions of the Placing” in the Prospectus. Prospective investors of the Placing should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreement by notice in writing to the Company given by the Lead Manager (for itself and on behalf of the Underwriters) upon the occurrence of any of the events set out under the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. 26 September 2013.

In the event that the conditions of the Placing as mentioned therein are not fulfilled (or waived, where applicable) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will lapse and the subscription money received will be returned to the applicants of the Placing Shares without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the GEM website at www.hkgem.com and the Company's website at www.finsoftcorp.com on the next business day immediately following the date of such lapse.

Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Placing and the Capitalisation Issue (including any Shares to be issued upon the exercise of any options which may be granted under the Share Option Scheme and any new Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option). Subject to the granting by the Stock Exchange of the listing of and permission to deal in the Shares on GEM and the compliance 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 any 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 Placing Price is HK\$0.82 per Placing Share.

The announcement of the level of indication of interests in the Placing and the basis of allocations of the Placing Shares will be published on the GEM website at www.hkgem.com and the Company's website at www.finsoftcorp.com on or before 25 September 2013.

Share certificates for the Placing Shares will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date. No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on 26 September 2013. Shares will be traded in board lots of 2,500 Shares. The GEM stock code for the Shares is 8018.

By order of the Board
Finsoft Corporation
Chan Sek Keung, Ringo
Chairman

Hong Kong, 18 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 enquiries, confirm that to the best of their knowledge and belief (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the GEM website at www.hkgem.com and, in the case of the announcement, on the “Latest Company Announcements” page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.finsoftcorp.com.