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FINSOFT CORPORATION

匯財軟件公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

INSIDE INFORMATION: COOPERATION FRAMEWORK AGREEMENT

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

Pursuant to the Cooperation Framework Agreement, each of the Group and CIL 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 CIL Holdings, 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 17.10(2) of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM 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 CIL Holdings entered into the Cooperation Framework Agreement in relation to the proposed cooperation between the Group and CIL Group.

Pursuant to the Cooperation Framework Agreement, the Group and CIL 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 Group will be responsible for providing the relevant products and services while CIL 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 CIL Group intends to invest not more than HK\$10 million to develop the Proposed Businesses.

The Company and CIL Holdings 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 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 CIL GROUP

The Group is principally engaged in the development, sale and provision of financial trading software solutions and provision of referral services.

CIL Group is principally engaged in providing comprehensive solutions and distribution of server storage, multi-media and communication products. To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, CIL 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 CIL Holdings, 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 constitute notifiable transaction(s) of the Company for the purpose of the GEM 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 GEM 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
“CIL Group”	CIL Holdings and its subsidiaries
“CIL Holdings”	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 (Stock Code: 479)
“Company”	Finsoft Corporation, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Cooperation Framework Agreement”	the cooperation framework agreement dated 3 June 2014 entered into between the Company and CIL Holdings in relation to the proposed cooperation regarding the Proposed Businesses
“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
“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(ies)”	third party(ies) independent of the Company and connected persons and their respective associates (within the meaning of the GEM Listing Rules) of the Company

“Share(s)”	the ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

On behalf of the Board
Finsoft Corporation
Chan Sek Keung, Ringo
Chairman

Hong Kong, 3 June 2014

As at the date of this announcement, the Board consists of Mr. Li Hoi Kong and Mr. Lawrence Tang being the executive Directors, Mr. Chan Sek Keung, Ringo being the non-executive Director and Chairman and Ms. Lee Kwun Ling, May Jean, Mr. Tai Man Hin, Tony and Mr. Yuen Shiu Wai 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 GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the website of the Company at www.finsoftcorp.com.