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## **FINSOFT CORPORATION**

**匯財軟件公司**

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

**(Stock Code: 8018)**

### **HIGH CONCENTRATION OF SHAREHOLDING**

This announcement is made at the request of the Stock Exchange in respect of the concentration of the shareholding of the Company in the hands of a limited number of Shareholders as at 21 January 2015.

**In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.**

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) in respect of the concentration of the shareholding of Finsoft Corporation (“**Company**”) in the hands of a limited number of shareholders of the Company (“**Shareholders**”) as at 21 January 2015.

### **HIGH CONCENTRATION OF SHAREHOLDING**

The Company noted that an announcement (“**SFC Announcement**”) has been published by the Securities and Futures Commission (“**SFC**”) on 5 February 2015. As disclosed in the SFC Announcement, the SFC has recently completed an enquiry into the shareholding of the Company. The SFC’s findings suggested that as at 21 January 2015, a group of 19 Shareholders held an aggregate of 674,837,500 shares of the Company (“**Shares**”), representing 33.74% of the issued Shares. Such shareholding, together with 1,164,112,500 Shares (representing 58.21% of the issued Shares) held by a substantial Shareholder, represented 91.95% of the issued Shares as at 21 January 2015. Therefore, only 161,050,000 Shares (representing 8.05% of the issued Shares) were held by other Shareholders.

As disclosed in the SFC Announcement, as at 21 January 2015, the shareholding structure of the Company was as follows:

	<b>Number of Shares held (Shares)</b>	<b>% of total number of issued Shares (%)</b>
Luster Wealth Limited ( <i>Note 1</i> )	1,164,112,500	58.21
A group of 19 Shareholders	674,837,500	33.74
Other Shareholders	<u>161,050,000</u>	<u>8.05</u>
Total	<u><u>2,000,000,000</u></u>	<u><u>100.00</u></u>

*Note 1:* Mr. Chan Sek Keung, Ringo, the Chairman and non-executive director of the Company, beneficially owns 100% of Woodstock Management Limited which in turn owns approximately 89.87% of Luster Wealth Limited.

It is also disclosed in the SFC Announcement that (i) the Company was listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange on 26 September 2013 by way of placing a total of 500,000,000 Shares, representing 25% of the issued Shares, at HK\$0.082 per Share. The share price of the Company closed at HK\$0.523 on the first day of listing, which was 538% higher than the placing price; (ii) from 27 September 2013 to 11 June 2014, the Shares closed between the range of HK\$0.369 to HK\$0.70 (all prices and share quantity have been adjusted for the 1-to-10 Share subdivision which was effective on 2 May 2014); (iii) subsequently, the closing price of the Shares rose another 528% from HK\$0.40 on 11 June 2014 to HK\$2.51 on 26 September 2014; (iv) since then, the Shares traded in the range between HK\$1.38 and HK\$2.56 during the period from 29 September 2014 to 4 February 2015; and (v) as of 4 February 2015, price of the Shares closed at HK\$2.02, still representing an increase of 405% from the closing price of HK\$0.40 on 11 June 2014.

It is further disclosed in the SFC Announcement that since 1 December 2014, the Company has made, *inter alia*, the following announcements:

- (i) on 29 December 2014, the Company announced that it has commenced to develop a fund administration and portfolio analysis management system and has entered into a service agreement with a customer at a service fee of HK\$20,000,000;
- (ii) on 31 December 2014, the Company announced another proposed subdivision of Shares of HK\$0.001 each in the ratio of 1 Share being split into 2 subdivided shares of HK\$0.0005 (“**Share Subdivision**”). The Share Subdivision will become effective on 17 February 2015; and
- (iii) on 26 January 2015, the Company announced that it is expected to record a profit for the year ended 31 December 2014, compared with a loss for the year ended 31 December 2013.

The board (“**Board**”) of directors (“**Directors**”) of the Company wishes to clarify that the above information is extracted from the SFC Announcement and the Board has not verified such information. According, the Board is not in a position to comment on the accuracy of the information above except for the direct shareholding of Luster Wealth Limited and the indirect shareholding of Woodstock Management Limited and of Mr. Chan Sek Keung, Ringo in the Company as set out in the SFC Announcement (which are based on the forms of disclosure of interests filed with the Company as at 21 January 2015 and the Shareholders list of the Company maintained by Union Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong as at 21 January 2015), the respective closing prices mentioned in the SFC Announcement and the announcements made by the Company on 29 December 2014, 31 December 2014 and 26 January 2015. Based on the register kept by the Company under Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as at 21 January 2015, other than Luster Wealth Limited, Woodstock Management Limited and Mr. Chan Sek Keung, Ringo, no persons have notified the Company that he/she/it had a notifiable interest of 5% or more in the share capital of the Company as at 21 January 2015.

## **PUBLIC FLOAT**

Based on the information available and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Company confirms that not less than 25% of the issued Shares are held in public hands as at 21 January 2015 and the date of this announcement and the Company has maintained a sufficient public float as required under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“**GEM Listing Rules**”).

**In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.**

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

Hong Kong, 5 February 2015

*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 “Latest Company Announcement” page of the website of GEM of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.finsoftcorp.com](http://www.finsoftcorp.com).*