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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: PROPOSED ISSUE OF NOTES

This announcement is made by Finsoft Corporation (“**Company**”, together with its subsidiaries, “**Group**”) pursuant to Rule 17.10(2)(a) of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the Inside Information Provisions (as defined under the GEM Listing Rules).

The board (“**Board**”) of directors (“**Directors**”) of the Company announces that after trading hours on 10 April 2015, the Company as issuer and Convoy Asset Management Limited and GEO Securities Limited as placing agents (“**Placing Agents**”), entered into a placing agreement (“**Placing Agreement**”) pursuant to which the Placing Agents agreed to act as placing agents of the Company, on a best endeavour basis, to procure the placee(s) who and whose respective ultimate beneficial owner(s), if applicable, shall be third parties independent of, and not connected with and not acting in concert with, the Company, its connected persons (within the meaning of the GEM Listing Rules) and their respective associates (within the meaning of the GEM Listing Rules), to subscribe for the 10% per annum notes (“**Notes**”) to be issued by the Company in an aggregate principal amount of up to HK\$200,000,000 maturing on the day immediately preceding the second anniversary of the date of issue of the Notes (or where such day is not a business day, the immediately following business day) at the placing price equal to 100% of the principal amount of the Notes (“**Placing**”). The placing period (“**Placing Period**”) for the Placing shall last for a period commencing from 11 April 2015 to 10 June 2015 (both days inclusive). Pursuant to the Placing Agreement, closing of the Placing may take place once a month during the Placing Period. If the aggregate principal amount of the Notes successfully placed by the Placing Agents for each proposed closing is less than HK\$50,000,000, the Company is not obliged to issue the Notes to the placee(s) pursuant to the Placing Agreement and has the absolute discretion in determining whether the Notes shall be so issued.

The Notes will constitute direct, unconditional, unsubordinated and unsecured obligations of the Company which will rank equally and without any preference amongst themselves and at all times rank at least *pari passu* with all other present and future direct, unconditional, unsubordinated and unsecured obligations of the Company. No listing of the Notes will be sought on the Stock Exchange or any other stock exchanges.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquires, as at the date of the Placing Agreement, each of the Placing Agents and its ultimate beneficial owners is not a connected person (within the meaning of the GEM Listing Rules) of the Company.

The Group is principally engaged in the provision of financial trading software solutions, provision of other internet financial platforms, provision of referral services, money lending business, securities investments and provision of corporate finance advisory services.

The Directors consider that the Placing represents an opportunity to obtain funding, which is intended to be used to finance any potential investment opportunities of the Group that may arise from time to time and for the general working capital of the Group.

The Board is of the view that the issue of the Notes is in the interests of the Company and its shareholders (“**Shareholders**”) as a whole.

Shareholders and potential investors should note that under the Placing Agreement, the Placing is undertaken on a best endeavour basis. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 10 April 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 of the Board and Ms. Lee Kwun Ling, May Jean, Mr. Tai Man Hin, Tony, Mr. Yuen Shiu Wai, Mr. Chan Yee Por, Simon and Mr. Cheng Wen 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 Announcements” page of the website of the GEM of the Stock Exchange at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.finsoftcorp.com.