

# FINSOFT CORPORATION

## 匯財軟件公司

*(Incorporated in the Cayman Islands with limited liability)*  
Stock Code : 8018

**2013**  
Third Quarterly Report



## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the "Directors") of Finsoft Corporation (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (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 report 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 report misleading.*

## THIRD QUARTERLY RESULTS

The board of Directors (the "Board") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months and nine months ended 30 September 2013, together with the comparative figures for the corresponding periods in 2012, as follows:

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2013

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2013 HK\$'000 (Unaudited)	2012 HK\$'000 (Unaudited)	2013 HK\$'000 (Unaudited)	2012 HK\$'000 (Unaudited)
Revenue	3	6,946	8,286	24,133	24,957
Cost of sales		(2,529)	(3,465)	(6,988)	(8,539)
Gross profit		4,417	4,821	17,145	16,418
Investment and other income		-	4	2	416
Other gains and losses		-	58	-	78
Administrative expenses		(6,585)	(2,287)	(16,903)	(7,212)
(Loss)/profit before tax		(2,168)	2,596	244	9,700
Income tax expense	4	(106)	(391)	(1,273)	(1,476)
<b>(Loss)/profit and total comprehensive (expense)/ income for the period</b>	5	<b>(2,274)</b>	2,205	<b>(1,029)</b>	8,224
<b>(Loss)/profit and total comprehensive (expense)/ income for the period attributable to:</b>					
Owners of the Company		(2,274)	2,205	(1,028)	8,225
Non-controlling interests		-	-	(1)	(1)
		<b>(2,274)</b>	2,205	<b>(1,029)</b>	8,224
<b>(Loss)/earnings per share</b>					
- Basic and diluted (HK cents)	6	<b>(1.49)</b>	1.47	<b>(0.68)</b>	5.48

NOTES:

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 18 December 2012. The ordinary shares of nominal value of HK\$0.01 each in the share capital of the Company (the "Shares") were listed on the GEM of the Stock Exchange on 26 September 2013 (the "Listing"). The address of the Company's principal place of business in Hong Kong is 23/F, W Square, 318 Hennessy Road, Wanchai, Hong Kong.

The Group is principally engaged in 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.

The unaudited condensed consolidated results are presented in Hong Kong dollars ("HK\$"), which is the functional currency of the Company.

## 2. BASIS OF PREPARATION

Prior to the corporate reorganisation undertaken in preparation for the listing of the Company's shares on the GEM of the Stock Exchange (the "Reorganisation"), the group entities were under the control of Mr. Chan Sek Keung, Ringo ("Mr. Chan"). Through the Reorganisation, the Company became the holding company of the companies now comprising the Group on 28 August 2013. Accordingly, for the purpose of the preparation of the unaudited consolidated financial statements of the Group, the Company has been considered as the holding company of the companies now comprising the Group throughout the periods presented. The Group comprising the Company and its subsidiaries resulting from the Reorganisation is regarded as a continuing entity. The Group was under the control of Mr. Chan prior to and after the Reorganisation.

The unaudited condensed consolidated statement of comprehensive income of the Group for the three months and nine months ended 30 September 2013 has been prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term include all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations ("Ints"), issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules. It has been prepared under historical cost convention.

The accounting policies adopted in preparing the unaudited condensed consolidated results for the three months and nine months ended 30 September 2013 were consistent with those applied in the annual financial statements for the year ended 31 December 2012, except for the adoption of the new and revised HKFRSs (which include individual HKFRSs, HKASs and Ints) which are effective for accounting periods beginning on 1 January 2013. The adoption of these new and revised HKFRSs has no significant impact on the results and financial position of the Group.

It should be noted that accounting estimates and assumptions are used in preparation of unaudited condensed consolidated results. Although these estimates are based on management's best knowledge and judgement to current events and actions, actual results may ultimately differ from those estimates.

The Group has not early applied the following new and revised standards, amendments and interpretations that have been issued by the HKICPA but are not yet effective:

HKFRS 9	Financial Instruments <sup>2</sup>
Amendments to HKFRS 7 and HKFRS 9	Mandatory Effective Date of HKFRS 9 and Transition Disclosures <sup>2</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment Entities <sup>1</sup>
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities <sup>1</sup>
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets <sup>1</sup>
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting <sup>1</sup>
HK(IFRIC) – Int 21	Levies <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2014

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2015

### 3. REVENUE

An analysis of the Group's revenue from its major products and services is as follows:

	Three months ended		Nine months ended	
	30 September		30 September	
	2013	2012	2013	2012
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Sales of technology				
software systems	<b>740</b>	1,155	<b>4,730</b>	3,922
Sales of hardware	<b>378</b>	970	<b>476</b>	1,263
Software licensing	<b>2,727</b>	2,767	<b>8,462</b>	9,639
System customisation and				
network support	<b>380</b>	1,123	<b>2,295</b>	3,363
Software maintenance	<b>2,344</b>	1,781	<b>6,977</b>	5,190
Hosting	<b>348</b>	433	<b>1,067</b>	1,302
Others	<b>29</b>	57	<b>126</b>	278
	<b>6,946</b>	8,286	<b>24,133</b>	24,957

### 4. INCOME TAX EXPENSE

	Three months ended		Nine months ended	
	30 September		30 September	
	2013	2012	2013	2012
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Current tax:				
– Hong Kong Profits Tax	<b>106</b>	404	<b>1,273</b>	1,485
– Over provision in				
prior years	<b>-</b>	(13)	<b>-</b>	(9)
	<b>106</b>	391	<b>1,273</b>	1,476

Hong Kong Profits Tax is calculated at 16.5% (for the three months and nine months ended 30 September 2012: 16.5%) of the estimated assessable profit arising in or derived from Hong Kong for both periods.

No provision for deferred taxation has been made in the financial statements as the Group did not have significant temporary differences arising between the tax bases of assets and liabilities and their carrying amounts at 30 September 2013 and 2012 respectively.

## 5. (LOSS)/PROFIT FOR THE PERIOD

	Three months ended		Nine months ended	
	30 September		30 September	
	2013	2012	2013	2012
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
(Loss)/profit for the period has been arrived at after charging/(crediting):				
Auditors' remuneration	25	12	75	41
Depreciation of property, plant and equipment	70	62	213	305
Operating lease payments in respect of rented premises	458	512	1,375	1,728
Listing expenses and other related charges (included in administrative expenses)	3,368	-	7,952	-
Research and development costs expensed as incurred (included in administrative expenses)	-	124	-	429
Employee benefits expense:				
Salaries and other benefits	3,796	3,591	11,940	10,766
Contributions to retirement benefit scheme	132	122	391	346
Total employee benefits expense, including directors' emoluments	3,928	3,713	12,331	11,112
Less: Amounts capitalised in development cost	(470)	(294)	(1,283)	(848)
	3,458	3,419	11,048	10,264

During the three months and nine months ended 30 September 2013 and 2012, total employee benefits expense amounted to approximately HK\$1,911,000, HK\$5,713,000, HK\$2,226,000 and HK\$6,335,000, respectively was included in cost of sales, and total employee benefits expense amounted to approximately HK\$1,547,000, HK\$5,335,000, HK\$1,193,000 and HK\$3,929,000, respectively was included in administrative expenses.

## 6. (LOSS)/EARNINGS PER SHARE

The calculation of basic loss per share for the three months and nine months ended 30 September 2013 is based on the loss attributable to owners of the Company for the three months and nine months ended 30 September 2013 of approximately HK\$2,274,000 and HK\$1,028,000 respectively (profit attributable to owners of the Company for the three months and nine months ended 30 September 2012: approximately HK\$2,205,000 and HK\$8,225,000 respectively) and the weighted average number of Shares of approximately 152,717,000 and 150,916,000 in issued during the three months and nine months ended 30 September 2013 respectively (three months and nine months ended 30 September 2012: 150,000,000 and 150,000,000 respectively).

The weighted average number of Shares used in the calculation of basic loss per share for the three months and nine months ended 30 September 2013 is based on the assumption that 150,000,000 Shares of the Company are in issue, comprising 10,000 Shares in issue and 149,990,000 Shares of an amount of HK\$1,499,900 standing to the credit of the share premium account of the Company (the "Capitalisation Issue"), as if these 150,000,000 Shares were outstanding throughout the period and the effects of the conditional placing ("Placing") by the Company of the 50,000,000 new Shares ("Placing Shares") for subscription at HK\$0.82 per Placing Share ("Placing Price") issued under the Placing.

The weighted average number of Shares used in the calculation of basic earnings per share for the three months and nine months ended 30 September 2012 is based on the assumption that 150,000,000 Shares of the Company are in issue, comprising 10,000 Shares in issue and 149,990,000 Shares issued pursuant to the Capitalisation Issue, as if these Shares were outstanding throughout the period.

No diluted (loss)/earnings per share is calculated for the three months and nine months ended 30 September 2013 and 2012 as there were no dilutive potential Shares in existence.



## 7. UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to owners of the Company							Total HK\$'000 (Unaudited)
	Share capital HK\$'000 (Unaudited)	Share premium HK\$'000 (Unaudited)	Merger reserve HK\$'000 (Unaudited)	Investments revaluation reserve HK\$'000 (Unaudited)	Retained earnings HK\$'000 (Unaudited)	Sub-total HK\$'000 (Unaudited)	Attributable to non- controlling interests HK\$'000 (Unaudited)	
Balance at 1 January 2013	78	-	-	-	12,831	12,909	2	12,911
Loss for the period	-	-	-	-	(1,028)	(1,028)	(1)	(1,029)
Other comprehensive income for the period	-	-	-	-	-	-	-	-
Total comprehensive expense for the period	-	-	-	-	(1,028)	(1,028)	(1)	(1,029)
Deregistration of a subsidiary	-	-	-	-	-	-	(1)	(1)
Reorganisation	(78)	-	78	-	-	-	-	-
Capitalisation Issue	1,500	(1,500)	-	-	-	-	-	-
Issue of shares by Placing	500	40,500	-	-	-	41,000	-	41,000
Transaction cost attributable to issue of Shares	-	(4,390)	-	-	-	(4,390)	-	(4,390)
Balance at 30 September 2013	2,000	34,610	78	-	11,803	48,491	-	48,491

Attributable to owners of the Company								
	Share capital	Share premium	Merger reserve	Investments revaluation reserve	Retained earnings	Sub-total	Attributable to non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Balance at 1 January 2012	-	-	-	(8)	5,212	5,204	2	5,206
Profit/(loss) for the period	-	-	-	-	8,225	8,225	(1)	8,224
Other comprehensive income for the period	-	-	-	-	-	-	-	-
Total comprehensive income/(expense) for the period	-	-	-	-	8,225	8,225	(1)	8,224
Dividends recognised as distribution	-	-	-	-	(1,000)	(1,000)	-	(1,000)
Balance at 30 September 2012	-	-	-	(8)	12,437	12,429	1	12,430

## 8. INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the nine months ended 30 September 2013 (for the nine months ended 30 September 2012: HK\$1,000,000).

No dividend has been paid or declared by the Company since its incorporation. The interim dividend paid for the nine months ended 30 September 2012 represented the dividends paid by the subsidiary, iAsia Online Systems Limited to its then equity holder, prior to the Reorganisation of the Group.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

The Group is principally engaged in 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. The Group's major customers are the financial institutions which conduct brokerage business of financial products traded in Hong Kong, in particular Category B and Category C brokerage firms and local banks while the Group's existing trading and settlement systems are used to facilitate the operations of financial institutions for their clients' trading of financial products and can cover the whole life cycle of trading and settlement process from order placing, risk management, compliance to settlement. Besides offering standard packages of software products, the Group also offers customisation services to customers to develop tailor-made functions. Along with its sale and lease of financial trading software solutions, the Group is also engaged in the provision of related services, including sale of hardware, software maintenance and hosting services.

For the nine months ended 30 September 2013, the operating and business environment of the Group remained stable as compared with that for the corresponding period in 2012.

### Financial Review

#### Revenue

The Group recorded an unaudited revenue of approximately HK\$24,133,000 for the nine months ended 30 September 2013 (for the nine months ended 30 September 2012: approximately HK\$24,957,000), representing a decrease of approximately HK\$824,000 or 3.30% as compared with that for the corresponding period in 2012.

#### *Sales of Technology Software Systems*

Revenue derived from sales of technology software systems amounted to approximately HK\$4,730,000 for the nine months ended 30 September 2013 (for the nine months ended 30 September 2012: approximately HK\$3,922,000), representing an increase of approximately HK\$808,000 or 20.60% as compared with that for the corresponding period in 2012. The increase was due to higher contract values for contracts signed in the nine months ended 30 September 2013 when compared with those in the corresponding period in 2012.

#### *Sales of Hardware*

Revenue derived from sales of hardware for the nine months ended 30 September 2013 decreased by approximately HK\$787,000 or 62.31% to approximately HK\$476,000 as compared with that for the corresponding period in 2012 when the customers intended to postpone their hardware upgrade to a date after the upcoming transition of the new trading platforms of Hong Kong Exchange and Clearing Limited ("HKEx"), namely Orion Central Gateway, which will be rolled out tentatively by the second quarter of 2014.

#### *Software Licensing*

Revenue from software licensing decreased by approximately HK\$1,177,000 or 12.21% to approximately HK\$8,462,000 for the nine months ended 30 September 2013 (for the nine months ended 30 September 2012: approximately HK\$9,639,000). The decrease was mainly resulted from the one-off event during the nine months ended 30 September 2012 to recognise the residual licence fee agreed with The Chinese Gold and Silver Exchange Society ("CGSE") in relation to the monthly fee charged by the Group to CGSE based on the number of user licences of the Bullion Trading System<sup>#</sup> granted to members of CGSE amounted to approximately HK\$1,044,000.

<sup>#</sup> *The Bullion Trading System is an electronic system installed at and used by the members of CGSE to trade bullion products through the electronic trading platform of CGSE.*

#### *System Customisation and Network Support*

Revenue derived from system customisation and network support amounted to approximately HK\$2,295,000 for the nine months ended 30 September 2013 (for the nine months ended 30 September 2012: approximately HK\$3,363,000), representing a decrease of approximately HK\$1,068,000 or 31.76%. The decrease was mainly due to customers' intention to postpone their requests for customisation to a date after the forthcoming transition of the new trading platforms of HKEx as mentioned above.

#### *Software Maintenance*

Revenue from software maintenance for the nine months ended 30 September 2013 increased by approximately HK\$1,787,000 or 34.43% to approximately HK\$6,977,000 as compared with that for the corresponding period in 2012, which was mainly attributable to the increase in the number of customers subscribed for the Group's maintenance services.

#### *Hosting*

Revenue from hosting recorded a decrease of approximately HK\$235,000 or 18.05% to approximately HK\$1,067,000 for the nine months ended 30 September 2013 when compared with that for the corresponding period in 2012. Such decrease was mainly a result of the cessation of subscription for hosting service by certain customers.

#### **Gross Profit and Gross Profit Margin**

Gross profit for the nine months ended 30 September 2013 was approximately HK\$17,145,000, representing an increase of approximately 4.43% as compared with that for the corresponding period in 2012 (for the nine months ended 30 September 2012: approximately HK\$16,418,000). The gross profit margin of the Group for the nine months ended 30 September 2013 was approximately 71.04%, representing an increase of approximately 5.25% when compared with that for the corresponding period in 2012 (for the nine months ended 30 September 2012: approximately 65.79%). The increase in gross profit margin was mainly due to the decrease in direct staff cost after the relocation of certain direct staff to the research and development team to develop new products (which was capitalised as intangible assets) during the nine months ended 30 September 2013.

#### **Administrative Expenses**

The Group's administrative expenses for the nine months ended 30 September 2013 amounted to approximately HK\$16,903,000, representing an increase of approximately 134.37% as compared with that for the corresponding period in 2012 (for the nine months ended 30 September 2012: approximately HK\$7,212,000). The increase in administrative expenses is mainly due to the Listing expenses and other related charges of approximately HK\$7,952,000 incurred for the nine months ended 30 September 2013 (for the nine months ended 30 September 2012: Nil).

### ***(Loss)/Profit for the Period***

The Group incurred a net loss of approximately HK\$1,029,000 during the nine months ended 30 September 2013, as compared with a net profit of approximately HK\$8,224,000 for the nine months ended 30 September 2012. The loss incurred was mainly due to the Listing expenses and other related charges of approximately HK\$7,952,000 incurred for the nine months ended 30 September 2013.

### **OUTLOOK**

The Company was listed on GEM of the Stock Exchange on 26 September 2013 which has enhanced the Group's reputation, strengthened the corporate governance and compliance management, as well as established a good foundation for our further expansion.

Looking forward, the Group will continue to further the growth of its financial trading software solutions by expanding its product range, enhancing the development of its existing products and broadening its customer base. The Group will continue to place strong emphasis on research and development as we believe it is vital to the business development of the Group and to maintain the competitiveness of the Group. Meanwhile, the Group will update its business plans to seek for any new business development opportunities in order to create value for the Group and strive for the best interest of the shareholders of the Company. On top of the various moves to develop the Group's business in financial trading and software solutions, as a business expansion and to diversify its source of revenue, the Group is developing an online platform to bridge any potential business deals from various industries with potential investors and it is expected that the online platform can go live in the fourth quarter of 2013. The Group has recently considered such a business opportunity can further connect the Group with the financial industry.

### **DIRECTORS AND CHIEF EXECUTIVE INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES**

As at 30 September 2013, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings in securities by

directors of listed issuer as referred to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

**(i) Long Position in Ordinary Shares and Underlying Shares of the Company**

<b>Name of Director</b>	<b>Capacity/Nature</b>	<b>Number of Shares held/ interested</b>	<b>Percentage of shareholding</b>
Mr. Chan Sek Keung, Ringo ("Mr. Chan") <i>(Note)</i>	Interest in controlled corporation	138,750,000	69.375%

*Note:* These 138,750,000 Shares are held by Luster Wealth Limited ("Luster Wealth"). Mr. Chan beneficially owns 100% of the issued share capital of Woodstock Management Limited ("Woodstock"), which in turn owns 85% of the issued share capital of Luster Wealth. Therefore, Mr. Chan is deemed, or taken to be, interested in all the Shares held by Luster Wealth for the purpose of the SFO. Mr. Chan is the sole director of each of Luster Wealth and Woodstock, respectively. Mr. Li Hoi Kong ("Mr. Li"), an executive Director, Mr. Lai Wai Ho, Samson ("Mr. Lai"), an executive Director, Mr. Wong Cheuk Wai, a member of the senior management of the Group and Mr. Liu Hon Kit, a member of the senior management of the Group, owns 6.5%, 6.5%, 1% and 1% of the issued share capital of Luster Wealth, respectively.

**(ii) Long Position in the Ordinary Shares of Associated Corporations**

<b>Name of Director</b>	<b>Name of associated corporation</b>	<b>Capacity/Nature</b>	<b>Number of share(s) held/ interested</b>	<b>Percentage of shareholding</b>
Mr. Chan	Woodstock	Beneficial owner	1	100%
Mr. Chan	Luster Wealth	Interest in controlled corporation	850	85%
Mr. Li	Luster Wealth	Beneficial owner	65	6.5%
Mr. Lai	Luster Wealth	Beneficial owner	65	6.5%

Save as disclosed above, as at 30 September 2013, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, notified to the Company and the Stock Exchange.

### **SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

So far as is known to the Directors, as at 30 September 2013, the following persons (not being a Director or chief executive of the Company) had interests or short positions in Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly, interested in 10% of more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

#### **Long Position in Ordinary Shares and Underlying Shares**

<b>Name of shareholder</b>	<b>Capacity/Nature</b>	<b>Number of Shares held/ interested</b>	<b>Percentage of shareholding</b>
Luster Wealth	Beneficial owner	138,750,000	69.375%
Woodstock	Interest in controlled corporation	138,750,000	69.375%
Efficient Channel Limited ("Efficient Channel") <i>(Note 1)</i>	Beneficial owner	11,250,000	5.625%
Mr. Kwok Shun Tim ("Mr. Kwok") <i>(Note 1)</i>	Interest in controlled corporation	11,250,000	5.625%
Ms. Yip Nga Wan ("Ms. Yip") <i>(Note 2)</i>	Interest of spouse	11,250,000	5.625%



*Notes:*

1. These 11,250,000 Shares are held by Efficient Channel. Mr. Kwok beneficially owns 100% of the issued share capital of Efficient Channel. Therefore, Mr. Kwok is deemed, or taken to be, interested in all the Shares held by Efficient Channel for the purpose of the SFO. Mr. Kwok is the sole director of Efficient Channel.
2. Ms. Yip is the spouse of Mr. Kwok. Accordingly, Ms. Yip is deemed, or taken to be, interested in all the Shares in which Mr. Kwok is interested in for the purpose of the SFO.

Save as disclosed above, as at 30 September 2013, the Directors are not aware of any other persons who have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will be directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any of its subsidiaries.

## **MATERIAL EVENT**

The Shares of the Company were listed on the GEM of the Stock Exchange on 26 September 2013, under which a total of 50,000,000 Placing Shares were issued at the placing price of HK\$0.82 per Placing Share.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2013.

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors and the Directors have confirmed that they had complied with required standard set out in such code of conduct from the Listing up to 30 September 2013.

## **CORPORATE GOVERNANCE**

The Company has complied with all the applicable code provisions in the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules from the Listing up to 30 September 2013.

## **COMPETITION AND CONFLICT OF INTEREST**

None of the Directors or substantial shareholders of the Company or any of its respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interests with the Group during nine months ended 30 September 2013.

## **INTERESTS OF THE COMPLIANCE ADVISER**

As notified by the compliance adviser of the Company, Ample Capital Limited, as at 30 September 2013, except for (i) Ample Capital Limited's participation as the sponsor and its affiliated company, Ample Orient Capital Limited as one of the co-lead managers in relation to the Listing; and (ii) the compliance adviser agreement entered into between the Company and Ample Capital Limited dated 17 September 2013, neither Ample Capital Limited or its directors, employees or associates had any interest in relation to the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

## **REMUNERATION COMMITTEE**

The Company established a remuneration committee in September 2013. The primary duties of the remuneration committee, among other matters, are to review and make recommendation for the remuneration policy of the directors and senior management. The chairman of the remuneration committee is Mr. Yuen Shiu Wai and other members include one executive Director, namely Mr. Li Hoi Kong, and one independent non-executive Director, Ms. Lee Kwun Ling, May Jean.

## **NOMINATION COMMITTEE**

The Company established a nomination committee in September 2013. The primary duties of the nomination committee are, among other matters, to formulate nomination policy and make recommendation to the Board on nomination and appointment of the directors and board succession. The chairman of the nomination committee is Mr. Chan and other members include Ms. Lee Kwun Ling, May Jean and Mr. Yuen Shiu Wai, both of them are independent non-executive Directors.

## AUDIT COMMITTEE

The Company established an audit committee in September 2013. The primary duties of the audit committee are, among other matters, to make recommendation to the Board on the appointment, re-appointment and removal of external auditors, review the financial statements and material advice in respect of financial reporting, and oversee internal control procedures of the Company. The chairman of the audit committee is Mr. Tai Man Hin, Tony and other members include Mr. Yuen Shiu Wai and Ms. Lee Kwun Ling, May Jean, all of them are independent non-executive Directors.

The Group's unaudited results for three months and nine months ended 30 September 2013 have been reviewed by the audit committee of the Company, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

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

Hong Kong, 13 November 2013

*As at the date of this report, the Board consists of Mr. Li Hoi Kong and Mr. Lai Wai Ho, Samson 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.*