

FINSOFT CORPORATION

匯財軟件公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (“MEETING”) TO BE HELD ON TUESDAY, 5 MAY 2015 (AND ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares
in the capital of Finsoft Corporation (“Company”) hereby appoint ^(note 3) _____
of _____
or failing him/her the chairperson of the Meeting as my/our proxy to attend on my/our behalf at the Meeting to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Tuesday, 5 May 2015 at 11:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (“Notice”) and at the Meeting (and any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit:

	Ordinary Resolutions ^(note 9)	For ^(note 4)	Against ^(note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors (“Directors”) and the auditors of the Company for the year ended 31 December 2014.		
2.	(a) To re-elect Mr. Li Hoi Kong as an executive Director.		
	(b) To re-elect Mr. Yuen Shiu Wai as an independent non-executive Director.		
	(c) To re-elect Mr. Chan Yee Por, Simon as an independent non-executive Director.		
	(d) To re-elect Mr. Cheng Wen as an independent non-executive Director.		
3.	To authorise the board of Directors (“Board”) to fix the Directors’ remuneration.		
4.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.		
5.	To grant the Repurchase Mandate (as defined in the circular of the Company dated 27 March 2015 (“Circular”)) to the Directors to repurchase shares of the Company in the manner as set out in resolution no. 5 of the Notice.		
6.	To grant the Issue Mandate (as defined in the Circular) to the Directors to issue, allot and otherwise deal with additional shares of the Company in the manner as set out in resolution no. 6 of the Notice.		
7.	To extend the general mandate granted to the Directors to issue and allot the shares repurchased by the Company in the manner as set out in resolution no. 7 of the Notice.		

Dated this _____ day of _____ 2015 Signature(s) ^(note 5): _____

Notes:

1. Full name(s) and address to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A proxy needs not be a member of the Company. A member is entitled to appoint a proxy/proxies to attend and vote in his/her/its stead. If such an appointment is made, you may delete the words “or failing him/her the chairperson of the Meeting” and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE SPACE** beside each item how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the Meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorised. The signature must match the records maintained by the Company’s branch share registrar and transfer office in Hong Kong.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. To be valid, this form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting and any adjournment (as the case may be) thereof.
8. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish, but the authority of your proxy will be deemed to be revoked forthwith.
9. The descriptions of certain resolutions are by way of summary only. Please refer to the Notice for the full text.