
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Finsoft Corporation (“**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s), the transferee(s) or to the bank(s), stockbroker(s) or other agent(s) through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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FINSOFT CORPORATION**匯財軟件公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 8018)****PROPOSED GRANT OF
REPURCHASE MANDATE AND ISSUE MANDATE;
PROPOSED RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“**AGM**”) of the Company 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. is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting should you so desire.

This circular will remain on the “Latest Company Announcements” page of the website of GEM at www.hkgem.com for at least 7 days from the date of posting and the website of the Company at www.finsoftcorp.com.

27 March 2015

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CHARACTERISTICS OF GEM

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.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

| | |
|---------------------|---|
| “AGM” | the annual general meeting of the Company convened 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. or any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-6 of this circular |
| “Articles” | the articles of association of the Company, as amended from time to time |
| “Board” | the board of Directors |
| “Company” | Finsoft Corporation, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM |
| “Directors” | the directors of the Company |
| “Extension Mandate” | the general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate |
| “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 |
| “iAsia” | iAsia Online Systems Limited, a company incorporated in the British Virgins Islands with limited liability and an indirect wholly-owned subsidiary of the Company |

DEFINITIONS

| | |
|----------------------------|--|
| “Issue Mandate” | the general and unconditional mandate proposed to authorise the Directors to allot and issue or otherwise deal with new Shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of an ordinary resolution approving the same |
| “Latest Practicable Date” | 24 March 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |
| “Repurchase Mandate” | the general and unconditional mandate proposed to authorise the Directors to repurchase the fully paid-up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of an ordinary resolution approving the same |
| “SFO” | the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) |
| “Share(s)” | the ordinary share(s) of HK\$0.0005 each in the share capital of the Company |
| “Shareholders” | the holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “substantial shareholders” | has the same meaning ascribed to it under the GEM Listing Rules |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers |
| “%” | per cent. |

LETTER FROM THE BOARD

FINSOFT CORPORATION

匯財軟件公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

Executive Directors:

Mr. Li Hoi Kong
Mr. Lawrence Tang

Chairman and non-executive Director:

Mr. Chan Sek Keung, Ringo

Independent non-executive Directors:

Ms. Lee Kwun Ling, May Jean
Mr. Tai Man Hin, Tony
Mr. Yuen Shiu Wai
Mr. Chan Yee Por, Simon
Mr. Cheng Wen

Registered Office:

Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

23/F, W Square
318 Hennessy Road
Wanchai
Hong Kong

27 March 2015

To the Shareholders

Dear Sir or Madam

**PROPOSED GRANT OF
REPURCHASE MANDATE AND ISSUE MANDATE;
AND
PROPOSED RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things:

- (i) the Repurchase Mandate;
- (ii) the Issue Mandate;
- (iii) the Extension Mandate; and
- (iv) the re-election of Directors.

The full text of these resolutions is set out in the notice convening the AGM.

REPURCHASE MANDATE

On 30 April 2014, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to approve the Repurchase Mandate. As at the Latest Practicable Date, the Company had an issued share capital of HK\$2,000,000 divided into 4,000,000,000 Shares of HK\$0.0005 each. Subject to the passing of an ordinary resolution approving the Repurchase Mandate and on the basis that the total number of Share in issue remains the same from the Latest Practicable Date up to the date of passing such resolution, exercise of the Repurchase Mandate in full would result in up to a maximum of 400,000,000 Shares of HK\$0.0005 each, representing 10% of the total number of Shares in issue and a share capital of HK\$200,000, being repurchased by the Company. An explanatory statement as required under the GEM Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

ISSUE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed to approve the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares. As at the Latest Practicable Date, the Company had an issued share capital of HK\$2,000,000 divided into 4,000,000,000 Shares of HK\$0.0005 each. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that the total number of Share in issue remains the same from the Latest Practicable Date up to the date of passing such resolution, the exercise of the Issue Mandate in full would result in up to a maximum of 800,000,000 Shares of HK\$0.0005 each, representing 20% of the total number of Shares in issue and a share capital of HK\$400,000, being issued by the Company during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. In addition, an ordinary resolution in relation to the Extension Mandate will be proposed to extend the Issue Mandate by adding to it such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of eight Directors, including two executive Directors, namely, Mr. Li Hoi Kong (“**Mr. Li**”) and Mr. Lawrence Tang, one non-executive Director, namely, Mr. Chan Sek Keung, Ringo (Chairman) and five independent non-executive Directors, namely, Ms. Lee Kwun Ling, May Jean, Mr. Tai Man Hin, Tony (“**Mr. Tai**”), Mr. Yuen Shiu Wai (“**Mr. Yuen**”), Mr. Chan Yee Por, Simon (“**Mr. Simon Chan**”) and Mr. Cheng Wen (“**Mr. Cheng**”).

Pursuant to Article 108(a) of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Li, Mr. Tai and Mr. Yuen shall retire from office by rotation at the AGM. Mr. Li and Mr. Yuen, being eligible, will offer themselves for re-election at the AGM. Mr. Tai will not offer himself for re-election due to his other commitments which require more of his time, and will retire as an independent non-executive Director upon conclusion of the AGM. Mr. Tai had confirmed that he did not have any disagreement with the Board and there were no matters relating to his retirement as an independent non-executive Director that need to be brought to the attention of the Stock Exchange or the Shareholders.

The Board has assessed the independence of Mr. Yuen including reviewing his annual written confirmation of independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules. The Board has also considered the relevant experience, working profile and other factors of Mr. Yuen as set out in Appendix II to this circular. The Board is satisfied that Mr. Yuen has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board believes that the re-election of Mr. Yuen as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

Mr. Simon Chan and Mr. Cheng were appointed as independent non-executive Directors with effect from 23 March 2015. Pursuant to Article 112 of the Articles, Mr. Simon Chan and Mr. Cheng shall hold office only until the AGM and, being eligible, will offer themselves for re-election at the AGM.

The Board has also assessed the independence of each of Mr. Simon Chan and Mr. Cheng including reviewing their written confirmations of independence submitted to the Stock Exchange upon their appointment pursuant to Rule 5.09 of the GEM Listing Rules. The Board has also considered the extensive experience in financial management, working profile, previous roles in other listed companies and other experience and factors of each of Mr. Simon Chan and Mr. Cheng as set out in Appendix II to this circular. The Board is satisfied that each of Mr. Simon Chan and Mr. Cheng has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board believes that each of the re-election of Mr. Simon Chan and Mr. Cheng as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Biographical details of the aforesaid Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM 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. is set out on pages AGM-1 to AGM-6 of this circular.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting should you so desire.

COMPETITION AND CONFLICT OF INTEREST

Mr. Tai, an independent non-executive Director, is also an independent non-executive director of First Credit Finance Group Limited ("**First Credit**") (stock code: 8215), which is a company listed on GEM. First Credit and its subsidiaries are principally engaged in money lending business.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or controlling shareholders of the Company (as defined in the GEM Listing Rules) or any of their respective close associates (as defined in the GEM Listing Rules) had engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, or had any other conflict of interests with the Group.

LETTER FROM THE BOARD

As informed by the compliance adviser of the Company, Ample Capital Limited, as at the Latest Practicable Date, except for the compliance adviser agreement entered into between the Company and Ample Capital Limited dated 17 September 2013, neither Ample Capital Limited nor its directors, employees or close associates (as defined in the GEM Listing Rules) 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.

RECOMMENDATION

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the Extension Mandate; and (iv) the re-election of Directors.

The Directors consider that the resolutions, including but not limited to, (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the Extension Mandate; and (iv) the re-election of Directors as set out in the notice of the AGM are in the interests of the Company, the Group and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

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

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to you for consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 4,000,000,000 Shares in issue or an issued share capital of HK\$2,000,000. As at the Latest Practicable Date, there were no outstanding share options granted under the share option scheme of the Company entitling the holders thereof to subscribe for any Shares.

Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no Shares will be allotted, issued or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to 400,000,000 Shares of HK\$0.0005 each, representing 10% of the total number of Shares in issue and a share capital of HK\$200,000 being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed by the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a new issue of shares made for the purpose of the repurchase. It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the Repurchase Mandate if so granted, the Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the Company's net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders as a whole.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in the previous 12 months and up to the Latest Practicable Date were as follows:

| Year | Month | Share Price | |
|------|---|-----------------|----------------|
| | | Highest HK\$ | Lowest HK\$ |
| 2014 | March* | 0.355 | 0.191 |
| | April* | 0.306 | 0.187 |
| | May* | 0.425 | 0.250 |
| | June* | 0.690 | 0.165 |
| | July* | 0.725 | 0.555 |
| | August* | 0.685 | 0.375 |
| | September* | 1.300 | 0.640 |
| | October* | 1.280 | 0.825 |
| | November* | 1.090 | 0.780 |
| | December* | 1.240 | 0.690 |
| 2015 | January* | 1.215 | 0.930 |
| | February* | 1.045 | 0.710 |
| | March (up to the Latest Practicable Date) | 0.910 | 0.730 |

* The share prices at which the Shares have been traded on GEM from 1 March 2014 up to and including 16 February 2015 have been adjusted due to the share subdivision of every one issued and unissued share of HK\$0.001 each into two Shares of HK\$0.0005 each, which became effective from 17 February 2015.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles.

6. TAKEOVERS CODE AND PUBLIC FLOAT

If, as a result of the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to or can be ascertained after reasonable enquiry by the Directors, the following entities/persons were directly or indirectly interested in 5% or more of the issued Shares:

| Name of Shareholders | Number of Shares held/interested | Approximate percentage of shareholdings as at the Latest Practicable Date | Approximate percentage of shareholdings if the Repurchase Mandate is exercised in full |
|--|----------------------------------|---|--|
| Luster Wealth Limited (<i>Note</i>) | 2,328,225,000 | 58.21% | 64.67% |
| Woodstock Management Limited (<i>Note</i>) | 2,328,225,000 | 58.21% | 64.67% |
| Mr. Chan Sek Keung, Ringo (<i>Note</i>) | 2,328,225,000 | 58.21% | 64.67% |

Note: These 2,328,225,000 Shares are held by Luster Wealth Limited (“**Luster Wealth**”). Mr. Chan Sek Keung, Ringo (“**Mr. Chan**”) beneficially owns 100% of the issued share capital of Woodstock Management Limited (“**Woodstock**”), which in turn owns approximately 89.87% of the issued share capital of Luster Wealth. Therefore, each of Woodstock and 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. As at the Latest Practicable Date, Mr. Li, an executive Director, owned approximately 7.75% of the issued share capital of Luster Wealth.

On the basis of 4,000,000,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, if the Repurchase Mandate is exercised in full, the interest or deemed interest (as the case may be) of Luster Wealth, Woodstock and Mr. Chan would be proportionally increased to approximately 64.67% and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

Save as set out above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. However, the Company undertakes not to repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

7. DISCLOSURE OF INTERESTS OF DIRECTORS AND CORE CONNECTED PERSONS

- (i) As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates (as defined under the GEM Listing Rules), had any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company under the Repurchase Mandate.
- (ii) As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company had notified the Company that he/she/it had a present intention to sell any Shares or that he/she/it has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE IMPACT

The exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2014).

The Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2014) which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

EXECUTIVE DIRECTOR

Mr. Li Hoi Kong, aged 41, was appointed as an executive Director on 10 September 2013. Mr. Li obtained a degree of Bachelor of Engineering in Computer Science from The Hong Kong University of Science and Technology in November 1997.

Mr. Li has extensive experience in the field of information technology in the financial industry. Mr. Li was a programmer in C.A. Pacific Management Limited from August 1997 to March 1998 handling internet trading system projects. From August 1998 to July 2000, Mr. Li joined China Rise Consultants Limited as an analyst programmer. In July 2000, Mr. Li joined Intelligent Group Enterprise Limited, Powerticker as a system architect and his last position was project manager. During his time at Intelligent Group Enterprise Limited, Powerticker, he was the chief architect in setting up numerous systems, including, among others, a streaming financial data system, a multi-market financial data system and a merchandising inventory system. He was also involved in the human resources management and was the project leader for numerous international clients. In February 2005, Mr. Li joined iAsia and took up the position as project director. He was mainly responsible for the business development, operation and overseeing of all projects and resources scheduling. Mr. Li was promoted to the chief operating officer of iAsia on 1 April 2009. Currently, he is principally in charge of iAsia's daily operations, business and product development, customer support and quality assurance, finance, human resources and administration. Save as disclosed above, Mr. Li has no other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Li held approximately 7.75% of the issued share capital of Luster Wealth Limited, a substantial shareholder of the Company. Save as disclosed above, Mr. Li was not interested in the securities of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Li has entered into a service contract with the Company for a fixed term of 3 years but is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. The current emolument payable to Mr. Li is HK\$1,512,000 per year which is determined by the Board after taking into account his background, qualification, experience, duties and responsibilities within the Group and the prevailing market condition. Save as disclosed above, Mr. Li does not have any relationship with any Directors, senior management and substantial shareholders of the Company. Save as disclosed above, Mr. Li did not hold any directorship in other listed public companies in the last three years. Mr. Li has no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Stock Exchange or the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yuen Shiu Wai, aged 56, was appointed as an independent non-executive Director on 10 September 2013. Mr. Yuen obtained a Bachelor's degree of Science in Engineering from The University of Hong Kong in November 1981. He also received a degree of Master of Science (Finance) from National University of Ireland in October 1999. In April 2007, Mr. Yuen was certified as a Financial Risk Manager (FRM) and further qualified as a Chartered Financial Analyst (CFA) in September 2008.

Mr. Yuen has extensive experience in the field of sales and business development, as well as financial investment and valuation. Mr. Yuen joined VTech Computers Limited in March 1996 as a sales manager. Mr. Yuen joined RHL Appraisal Ltd. in September 2006 as a manager and was promoted to the position of associate director in August 2007. Subsequently, Mr. Yuen worked as an analyst of investment department of Chung Yuen Electrical Co., Ltd. from January 2008 to August 2008. In September 2008, Mr. Yuen was appointed as a director of Ascent Partners Transaction Service Limited. Currently, Mr. Yuen is a director of Ascent Partners Valuation Service Limited overseeing its valuation business. Both companies are wholly-owned subsidiaries of Ascent Partners Group Limited. Save as disclosed above, Mr. Yuen has no other major appointments and professional qualifications.

Mr. Yuen has entered into a service contract with the Company for a fixed term of 2 years but is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. The current emolument payable to Mr. Yuen is HK\$60,000 per year, which is determined by the Board after taking into account his background, qualification, experience, duties and responsibilities within the Group and the prevailing market condition. Mr. Yuen does not have any relationship with any Directors, senior management and substantial shareholders of the Company. Save as disclosed above, Mr. Yuen did not hold any directorship in other listed public companies in the last three years. Mr. Yuen is not interested in the securities of the Company within the meaning of Part XV of the SFO. Mr. Yuen has no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Stock Exchange or the Shareholders.

Mr. Chan Yee Por, Simon, aged 61, was appointed as an independent non-executive Director on 23 March 2015. Mr. Simon Chan is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and the sole proprietor of Simon Y. P. Chan & Co. He holds a Higher Diploma in Accountancy from Hong Kong Polytechnic (as it then was). He is a fellow member of The Association of Chartered Certified Accountants, the United Kingdom and The Hong Kong Institute of Certified Public Accountants. Since 2 April 2013, Mr. Simon Chan has been an independent non-executive director of China For You Group Company Limited (formerly known as China Packaging Group Company Limited), a company listed on the Main Board of the Stock Exchange (stock code: 572). Save as disclosed above, Mr. Simon Chan has no other major appointments and professional qualifications.

Mr. Simon Chan has entered into a service contract with the Company for a fixed term of 2 years but is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. The current emolument payable to Mr. Simon Chan is HK\$60,000 per year, which is determined by the Board after taking into account his background, qualification, experience, duties and responsibilities within the Group and the prevailing market condition. Mr. Simon Chan does not have any relationship with any Directors, senior management and substantial shareholders of the Company. Save as disclosed above, Mr. Simon Chan did not hold any directorship in other listed public companies in the last three years. Mr. Simon Chan is not interested in the securities of the Company within the meaning of Part XV of the SFO. Mr. Simon Chan has no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Stock Exchange or the Shareholders.

Mr. Cheng Wen, aged 47, was appointed as an independent non-executive Director on 23 March 2015. Mr. Cheng has been an executive director and vice chief executive officer of HL Technology Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1087), since 16 November 2013. He graduated from Fuzhou University (福州大學) in June 1989 with a bachelor's degree in engineering management and obtained a doctorate degree in corporate management in June 2004 from Sun Yat-Sen University (中山大學).

Mr. Cheng has over 20 years of experience in corporate management. Throughout his career, he worked in, among others, China Construction Bank (Shenzhen branch), China Cinda Asset Management Co., Ltd. and Bank of China (Shenzhen branch). Mr. Cheng was the financial controller of Shenzhen Languang Electronic Group Co., Ltd. (深圳蘭光電子集團有限公司) from July 2004 to October 2005, during which he was principally responsible for financial management, fund raising and assets management. He worked in Shenzhen Zowee Technology Co., Ltd., a company listed on the Small and Medium Enterprise Board of the Shenzhen Stock Exchange (stock code: 002369), from October 2007 to June 2010, during which he had acted as the financial controller, vice general manager and a director, and was responsible for the company's financial management, fund raising and the initial public offering. In May 2011, Mr. Cheng founded Shenzhen Jianyin Nanshan Capital Investment Corporation (Limited Partnership) (深圳建銀南山創業投資合夥企業(有限合夥)), which is principally engaged in venture capital investment in the field of new high-technology. Save as disclosed above, Mr. Cheng has no other major appointments and professional qualifications.

Mr. Cheng has entered into a service contract with the Company for a fixed term of 2 years but is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. The current emolument payable to Mr. Cheng is HK\$60,000 per year, which is determined by the Board after taking into account his background, qualification, experience, duties and responsibilities within the Group and the prevailing market condition. Mr. Cheng does not have any relationship with any Directors, senior management and substantial shareholders of the Company. Save as disclosed above, Mr. Cheng did not hold any directorship in other listed public companies in the last three years. Mr. Cheng is not interested in the securities of the Company within the meaning of Part XV of the SFO. Mr. Cheng has no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Stock Exchange or the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

FINSOFT CORPORATION

匯財軟件公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Finsoft Corporation (“**Company**”) will 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. for the following purposes:

ORDINARY RESOLUTIONS

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 consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject

NOTICE OF ANNUAL GENERAL MEETING

to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of the shares of the Company which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

- 6. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants, or similar right to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures and any other securities which carry rights to subscribe for or

NOTICE OF ANNUAL GENERAL MEETING

are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures and any other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) an issue of shares under any share option scheme or similar arrangement adopted by the Company from time to time for the grant or issue to any eligible persons thereunder of shares or rights to acquire shares in the capital of the Company;
 - (iii) an issue of shares as scrip dividends or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company in force from time to time; or
 - (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company,

shall not exceed the aggregate of:

- (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of the share capital of the Company which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution);

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to the holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions no. 5 and 6 as set out in the notice convening the Meeting (“**Notice**”), the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company pursuant to resolution no. 6 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 as set out in the Notice, provided that such amount of shares shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

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

Hong Kong, 27 March 2015

Registered office:

Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

23/F, W Square
318 Hennessy Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his/her/its stead. A proxy needs not be a member of the Company.
2. A form of proxy of the Meeting is enclosed. The form of proxy shall be signed by the shareholder of the Company or his/her attorney duly authorised in writing or, in the case of a corporation, the form of proxy must be made under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 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 or any adjournment thereof.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such persons may vote at the above Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. In relation to resolution no. 2, four Directors will retire from office at the Meeting and, being eligible, will offer themselves for re-election at the Meeting in accordance with the articles of association of the Company. Details of these Directors are set out in Appendix II to the circular.
7. An explanatory statement as required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange ("**GEM Listing Rules**") in connection with the Repurchase Mandate under resolution no. 5 above is set out in Appendix I to the circular.
8. The register of members of the Company will be closed from Thursday, 30 April 2015 to Tuesday, 5 May 2015, both days inclusive, during which no transfer of shares can be registered. To qualify for the attendance at the forthcoming annual general meeting to be held on Tuesday, 5 May 2015, shareholders must ensure that all transfer documents accompanied by the relevant share certificates must be lodged 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 no later than 4:00 p.m. on Wednesday, 29 April 2015.
9. As at the date of this notice, the Board consists of two executive Directors, namely Mr. Li Hoi Kong and Mr. Lawrence Tang, one non-executive Director, namely, Mr. Chan Sek Keung, Ringo (Chairman) and five independent non-executive Directors, namely Ms. Lee Kwun Ling, May Jean, Mr. Tai Man Hin, Tony, Mr. Yuen Shiu Wai, Mr. Chan Yee Por, Simon and Mr. Cheng Wen.
10. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at www.finsoftcorp.com and of the GEM of the Stock Exchange at www.hkgem.com to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.