
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 CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (“**EGM**”) of the Company to be held at 10:00 a.m. on Thursday, 4 June 2015 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong is set out on pages EGM-1 to EGM-2 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 EGM, 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 EGM 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 EGM 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 on the website of the Company at www.finsoftcorp.com.

12 May 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.

DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the name of the Company, such that the existing English name of the Company be changed from “Finsoft Corporation” to “Finsoft Financial Investment Holdings Limited” and that the existing dual foreign name of the Company in Chinese “匯財軟件公司” be removed and “匯財金融投資控股有限公司” be adopted as the new Chinese name of the Company for identification purpose only
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	Finsoft Corporation (匯財軟件公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Thursday, 4 June 2015 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong (or any adjournment thereof) for the Shareholders to consider, and if thought fit, approve the Change of Company Name, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“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

DEFINITIONS

“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
“Latest Practicable Date”	7 May 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Share(s)”	ordinary share(s) of HK\$0.0005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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. 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

12 May 2015

To the Shareholders

Dear Sir or Madam

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

Reference is made to the announcement of the Company dated 22 April 2015 in respect of the Change of Company Name. The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM regarding the Change of Company Name and to give you a notice of the EGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company such that the existing English name of the Company be changed from “Finsoft Corporation” to “Finsoft Financial Investment Holdings Limited” and that the existing dual foreign name of the Company in Chinese “匯財軟件公司” be removed and “匯財金融投資控股有限公司” be adopted as the new Chinese name of the Company for identification purpose only.

LETTER FROM THE BOARD

CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will be subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (2) the Registrar of Companies of the Cayman Islands granting the approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new name on the Register of Companies maintained by the Registrar of Companies of the Cayman Islands. The Registrar of Companies of the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

Since the listing of the shares of the Company on 26 September 2013, the Group has been expanding its scope of business from the provision of financial trading software solutions to other financial-related services including the provision of other internet financial platforms, provision of referral services, money lending business, securities investments and provision of corporate finance advisory services.

The Board considers that the Change of Company Name could better reflect the business coverage of the Group and provide the Company with a new corporate image and identity. The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the holders of securities of the Company. The existing certificates of securities in issue bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing certificates of securities will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Should the Change of Company Name become effective, any new certificates of securities will be issued only in the new name and new Chinese name of the Company adopted for identification purpose only.

LETTER FROM THE BOARD

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name and the new stock short names of the Company for trading of the Shares on the Stock Exchange.

EGM

The EGM will be held at 10:00 a.m. on Thursday, 4 June 2015 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong for the Shareholders to consider and, if thought fit, approve the Change of Company Name.

Pursuant to the articles of association of the Company and the GEM Listing Rules, voting by poll is required for any resolution put to vote at the EGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder was required under the GEM Listing Rules to abstain from voting on the resolution regarding the Change of Company Name at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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.

LETTER FROM THE BOARD

INTERESTS OF THE COMPLIANCE ADVISER

As notified 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 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.

COMPETITION AND CONFLICT OF INTEREST

As at the Latest Practicable Date, none of the Directors, the controlling shareholders of the Company and their respective close associates had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group or had any other conflict of interest which such person has or may have with the Group.

RECOMMENDATION

The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of EGM.

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

NOTICE OF EGM

FINSOFT CORPORATION

匯財軟件公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Finsoft Corporation (“**Company**”) will be held at 10:00 a.m. on Thursday, 4 June 2015 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** the name of the Company “Finsoft Corporation 匯財軟件公司” be and is hereby changed such that the existing English name of the Company be changed from “Finsoft Corporation” to “Finsoft Financial Investment Holdings Limited” and that the existing dual foreign name of the Company in Chinese “匯財軟件公司” be removed and “匯財金融投資控股有限公司” be adopted as the new Chinese name of the Company for identification purpose only (“**Change of Company Name**”) with effect from the date of entry of the new name on the Register of Companies maintained by the Registrar of Companies of the Cayman Islands; and any one director of the Company be and is hereby authorised to do such acts and things and execute all documents or make such arrangements as he/she may in his/her absolute discretion consider necessary or expedient to effect the Change of Company Name.”

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

Hong Kong, 12 May 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 EGM

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) 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 Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") at www.hkgem.com to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.

*As at the date hereof, the board ("**Board**") of directors ("**Directors**") of the Company 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 the chairman of the Board and Ms. Lee Kwun Ling, May Jean, Mr. Yuen Shiu Wai, Mr. Chan Yee Por, Simon and Mr. Cheng Wen being the independent non-executive Directors.*

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange 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 notice 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 notice misleading.

This notice will remain on the "Latest Company Announcements" page of the website of the Growth Enterprise Market of the Stock Exchange at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.finsoftcorp.com.