
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this prospectus 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.

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed “Documents delivered to the Registrar of Companies” in Appendix III to this prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong). The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of these documents.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this prospectus, make no representation as to their accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED 匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

RIGHTS ISSUE OF 240,000,000 RIGHTS SHARES AT HK\$0.324 PER RIGHTS SHARE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO SHARES HELD ON THE RECORD DATE

Underwriter

CONVOY  康宏
Securities

Convoy Securities Limited

Financial Adviser

CONVOY  康宏
Convoy Capital

Convoy Capital Hong Kong Limited

Terms used in this cover page have the same meanings as defined in this prospectus.

The Rights Issue is conditional upon the fulfillment of the conditions set out under the paragraph headed “Conditions of the Rights Issue” in the section headed “Letter from the Board” of this prospectus.

The Underwriting Agreement contains provisions granting the Underwriter, by notice in writing, given to the Company at any time prior to the Latest Time for Termination, the right to terminate the Underwriting Agreement on the occurrence of certain events, including but not limited to force majeure, as more particularly described in the section headed “Termination of the Underwriting Agreement” in this prospectus. **The Rights Issue is therefore subject to the Underwriter not terminating the Underwriting Agreement. Accordingly, the Rights Issue may or may not proceed.**

The Shares have been dealt with on an ex-rights basis from Wednesday, 20 April 2016. Dealings in the Rights Shares in the nil-paid form are expected to take place from 9:00 a.m. on Wednesday, 4 May 2016 to 4:00 p.m. on Wednesday, 11 May 2016 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated by the Underwriter at or before 4:00 p.m. on Tuesday, 17 May 2016 or such later time and/or date as may be agreed between the Company and the Underwriter, the Rights Issue will not proceed. Any Shareholders or other persons dealing or contemplating dealing in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases), and any dealings in the nil-paid Rights Shares from 9:00 a.m. on Wednesday, 4 May 2016 to 4:00 p.m. on Wednesday, 11 May 2016 (both days inclusive), bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons dealing or contemplating dealing in the Shares or nil-paid Rights Shares are recommended to consult their own professional advisers.

The latest time for acceptance of, and payment for, the Rights Shares is 4:00 p.m. on Monday, 16 May 2016. The procedures for acceptance of and payment for or transfer of the Rights Shares are set out from pages 14 to 17 of this prospectus.

29 April 2016

* for identification purpose only

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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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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

| | |
|---------------------------|--|
| “acting in concert” | has the meaning ascribed to it in the Takeovers Code |
| “Announcement” | the announcement of the Company dated 24 March 2016 in relation to the Rights Issue |
| “Articles” | the articles of association of the Company |
| “Board” | the board of Directors |
| “Business Day” | a day (excluding Saturday and Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC |
| “close associate” | has the meaning ascribed to it under the GEM Listing Rules |
| “Company” | Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM |
| “connected person” | has the meaning ascribed to it under the GEM Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “EAF(s)” | the form of application for use by the Qualifying Shareholders who wish to apply for excess Rights Shares |
| “Excluded Shareholder(s)” | the Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Shares to such Shareholder(s) on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place |

DEFINITIONS

| | |
|-------------------------------|--|
| “GEM” | the Growth Enterprise Market of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on the GEM |
| “Group” | the Company and its subsidiaries |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Independent Third Party” | a third party independent of the Company and its connected persons |
| “Last Trading Day” | 23 March 2016, being the last trading day of the Old Shares on GEM immediately prior to the publication of the Announcement |
| “Latest Practicable Date” | 25 April 2016, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained herein |
| “Latest Time for Acceptance” | 4:00 p.m. on Monday, 16 May 2016 or such later time or date as may be agreed between the Company and the Underwriter, being the latest time for acceptance of and payment for Rights Shares and if there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on such day (i) at anytime before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; and (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be extended to the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m. |
| “Latest Time for Termination” | 4:00 p.m. on the first Business Day after the Latest Time for Acceptance, or such later time as may be agreed between the Company and the Underwriter |
| “Loan Notes” | 10% per annum notes issued by the Company on 18 May 2015 in an aggregate principal amount of HK\$100,300,000 |

DEFINITIONS

| | |
|-----------------------------|---|
| “Old Share(s)” | ordinary share(s) of HK\$0.0005 each in the share capital of the Company prior to the Share Consolidation becoming effective |
| “Overseas Shareholder(s)” | Shareholder(s) with registered address(es) (as shown in the register of members of the Company as at the close of business on the Record Date) which is/are outside Hong Kong |
| “PAL(s)” | the provisional allotment letter(s) to be issued to the Qualifying Shareholders under the Rights Issue |
| “PRC” | the People’s Republic of China and for the purpose of this prospectus, excludes Hong Kong, Macau Special Administrative Region and Taiwan |
| “Prospectus Documents” | this prospectus, the PAL and the EAF |
| “Prospectus Posting Date” | Friday, 29 April 2016 or such other date as may be agreed between the Company and the Underwriter, being the date of despatch of the Prospectus Documents to the Qualifying Shareholders |
| “Qualifying Shareholder(s)” | Shareholder(s) whose names appear on the register of members of the Company as at the close of business on the Record Date, other than the Excluded Shareholders |
| “Record Date” | Thursday, 28 April 2016 or such other date as may be agreed between the Company and the Underwriter in accordance with the relevant regulations or requirements, to which entitlements to the Rights Issue were determined |
| “Registrar” | Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong, whose transfer office is at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong |
| “Rights Issue” | the issue by way of rights on the basis of one (1) Rights Share for every two (2) Shares in issue held on the Record Date at the Subscription Price pursuant to the Prospectus Documents and as contemplated under the Underwriting Agreement |

DEFINITIONS

| | |
|--------------------------|--|
| “Rights Share(s)” | the new Share(s) proposed to be offered to the Qualifying Shareholders pursuant to the Rights Issue |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of HK\$0.005 each in the share capital of the Company after the Share Consolidation became effective |
| “Share Consolidation” | the consolidation of every ten (10) Old Shares into one (1) Share, which took effect on 19 April 2016 |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subscription Price” | the issue price of HK\$0.324 per Rights Share at which the Rights Shares are proposed to be offered for subscription |
| “Takeovers Code” | The Hong Kong Code on Takeovers and Mergers |
| “Underwriter” | Convoy Securities Limited, a licensed corporation to carry on type 1 (dealing in securities) regulated activity under the SFO |
| “Underwriting Agreement” | the underwriting agreement dated 24 March 2016 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue |
| “Underwritten Shares” | all the Rights Shares proposed to be offered under the Rights Issue in their fully-paid form, being 240,000,000 Rights Shares |
| “%” | per cent. |

EXPECTED TIMETABLE

Set out below is an indicative timetable for the implementation of the Rights Issue.

| | |
|--|--|
| First day of dealings in nil-paid Rights Shares | 9:00 a.m. on Wednesday, 4 May 2016 |
| Latest time for splitting nil-paid Rights Shares | 4:00 p.m. on Friday, 6 May 2016 |
| Last day of dealings in nil-paid Rights Shares | 4:00 p.m. on Wednesday, 11 May 2016 |
| Latest time for acceptance of, and payment for the Rights Shares (<i>Note</i>) | 4:00 p.m. on Monday, 16 May 2016 |
| Latest time for Termination | 4:00 p.m. on Tuesday, 17 May 2016 |
| Announcement of allotment results | Monday, 23 May 2016 |
| Despatch of share certificates for fully-paid Rights Shares and refund cheques (if any) | Tuesday, 24 May 2016 |
| Commencement of dealings in fully-paid Rights Shares | 9:00 a.m. on Wednesday, 25 May 2016 |

Note: If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on such day (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; and (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be extended to the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

All times and dates specified in this prospectus refer to Hong Kong local times and dates. Dates stated in this prospectus for event mentioned in the timetable are indicative only and may be extended or varied. Any changes to the expected timetable for the Rights Issue will be announced as and when appropriate in accordance with the GEM Listing Rules.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter may terminate the Underwriting Agreement by notice in writing given to the Company at any time prior to the Latest Time for Termination, if prior to the Latest Time for Termination:

- (i) in the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Rights Issue; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement), of a political, military, financial, economic or other nature (whether or not ejusdem generic with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole; or
 - (c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
 - (d) the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
 - (e) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than 20 consecutive Business Days, excluding any suspension in connection with the clearance of the Announcement or the Prospectus Documents or other announcements or circulars in connection with the Rights Issue; or
- (ii) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue; or

TERMINATION OF THE UNDERWRITING AGREEMENT

- (iii) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (iv) this prospectus when published contain information (either as to the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the reasonable opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue or might cause a prudent investor not to apply for its provisional allotment of Rights Shares under the Rights Issue.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (i) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (ii) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the representations, warranties and undertakings given by the Company thereunder untrue or incorrect in any material respect, comes to the knowledge of the Underwriter.

LETTER FROM THE BOARD

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED 匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

Executive Directors:

Mr. Li Hoi Kong
Mr. Lawrence Tang

Registered office:

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

Chairman and non-executive Director:

Mr. Chan Sek Keung, Ringo

Headquarters, head office and

principal place of business in Hong Kong:

Independent non-executive Directors:

Ms. Lee Kwun Ling, May Jean
Mr. Yuen Shiu Wai
Mr. Lam Kai Yeung

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

29 April 2016

To the Qualifying Shareholders

Dear Sir or Madam

**RIGHTS ISSUE OF 240,000,000 RIGHTS SHARES
AT HK\$0.324 PER RIGHTS SHARE ON THE BASIS OF
ONE RIGHTS SHARE FOR EVERY TWO SHARES
HELD ON THE RECORD DATE**

INTRODUCTION

Reference is made to the Announcement in relation to the Rights Issue. The Board announced that subject to the Share Consolidation becoming effective, the Company proposed to raise HK\$77.76 million (before expenses) by issuing 240,000,000 Rights Shares at the Subscription Price of HK\$0.324 per Rights Share on the basis of one (1) Rights Share for every two (2) Shares in issue held by the Qualifying Shareholders on the Record Date.

The purpose of this prospectus is to provide you with details regarding the Rights Issue, including information on dealing in, transfer and acceptance of the Rights Shares and other information in respect of the Group.

* for identification purpose only

LETTER FROM THE BOARD

TERMS OF THE RIGHTS ISSUE

Details of the Rights Issue are set out as below:

Issue statistics

| | | |
|--|---|--|
| Basis of the Rights Issue | : | One (1) Rights Share for every two (2) Shares in issue held on the Record Date |
| Number of Shares in issue as at the Record Date and the Latest Practicable Date | : | 480,000,000 Shares |
| Number of Rights Shares | : | 240,000,000 Rights Shares |
| Number of Underwritten Shares | : | 240,000,000 Rights Shares |
| Subscription Price | : | HK\$0.324 per Rights Share |
| Underwriter | : | Convoy Securities Limited |
| Enlarged issued share capital of the Company upon completion of the Rights Issue | : | 720,000,000 Shares |
| Funds raised before expenses | : | HK\$77.76 million |

As at the Record Date, the Company had 480,000,000 Shares in issue and accordingly, 240,000,000 Rights Shares will be allotted and issued pursuant to the Rights Issue. Pursuant to the terms of the Underwriting Agreement, the number of Underwritten Shares is equal to the number of Rights Shares to be allotted and issued. Therefore, the Rights Issue is fully underwritten. The number of 240,000,000 Rights Shares proposed to be allotted and issued pursuant to the Rights Issue represent: (i) 50% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 33.33% of the existing issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

As at the Latest Practicable Date, the Company had no derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into the Shares.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Board had not received any information or other undertakings from any substantial Shareholders (as defined in the GEM Listing Rules) of their intention to take up or not to take up the Rights Shares to be provisionally allotted or offer to them under the Rights Issue.

Qualifying Shareholders

The Company will send the Prospectus Documents to the Qualifying Shareholders only on Friday, 29 April 2016. To qualify for the Rights Issue, a Shareholder must:

1. be a Shareholder whose name appears on the register of members of the Company on the Record Date; and
2. not be an Excluded Shareholder.

Rights of Overseas Shareholders

The Prospectus Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Having made the enquiries, as at the Record Date, none of the Shareholders as recorded on the register of members of the Company had address(es) which is/are outside Hong Kong. Accordingly, there will be no Excluded Shareholder for the purpose of the Rights Issue.

Subscription Price

The Subscription Price for the Rights Shares is HK\$0.324 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of Rights Shares or when a transferee of nil-paid Rights Shares applies for the Rights Shares or, where applicable, application for excess Rights Shares.

The Subscription Price represents:

- (1) a discount of approximately 16.9% to the closing price of HK\$0.390 per Share, based on the closing price of HK\$0.039 per Old Share as quoted on the Stock Exchange on the Last Trading Day and adjusted taking into account of the effect of the Share Consolidation;
- (2) a discount of 10.0% to the average closing price of approximately HK\$0.360 per Share, based on the average closing price of HK\$0.036 per Old Share for the five consecutive trading days prior to the Last Trading Day and adjusted taking into account of the effect of the Share Consolidation;

LETTER FROM THE BOARD

- (3) a discount of approximately 10.7% to the average closing price of approximately HK\$0.363 per Share, based on the average closing price of HK\$0.0363 per Old Share for the ten consecutive trading days prior to the Last Trading Day and adjusted taking into account of the effect of the Share Consolidation;
- (4) a discount of approximately 12.0% to the ex-rights price of approximately HK\$0.368 per Share, based on the closing price of HK\$0.039 per Old Share as quoted on the Stock Exchange on the Last Trading Day and adjusted taking into account of the effect of the Share Consolidation;
- (5) a discount of approximately 0.3% to the closing price of HK\$0.325 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and
- (6) the theoretical ex-rights price of approximately HK\$0.325 per Share, based on the closing price of HK\$0.325 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

Based on the Subscription Price of HK\$0.324, the gross proceeds of the Rights Issue will be HK\$77.76 million. The net proceeds from the Rights Issue to be received by the Company is estimated to be approximately HK\$74.38 million. Based on the net proceeds of approximately HK\$74.38 million, the net price per Rights Share is approximately HK\$0.310.

The Subscription Price was determined after arm's length negotiation between the Company and the Underwriter with reference to the market price of the Old Shares and the market conditions. The Directors (including the independent non-executive Directors) consider that the discount of the Subscription Price would encourage the Shareholders to participate in the Rights Issue and accordingly maintain their pro rata shareholdings in the Company, and that the terms of the Rights Issue, including the Subscription Price, to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

In arriving at the discount of the Subscription Price, the Directors have compared it with the discount rate of the rights issues conducted by other companies listed on the Stock Exchange over the last three months prior to the date of the Underwriting Agreement ("**Comparables**"). In view of the recent volatility of the Hong Kong stock market, the Directors considered that the Comparables in such three-month period can represent the prevailing market conditions and sentiments in the Hong Kong stock market and can give the Shareholders a general understanding of the recent rights issue transactions being conducted in the Hong Kong stock market.

LETTER FROM THE BOARD

The table below shows the details of the Comparables based on the figures disclosed in the initial announcements of the respective Comparables.

| Company name (Stock code) | Date of announcement | Offer ratio | Maximum dilution (%) | Discount/ (premium) of subscription price to the closing price on the last trading day (%) | Discount/ (premium) of subscription price to the theoretical ex-right price (%) |
|--|----------------------|----------------|----------------------|--|---|
| Chuang's China Investments Limited (298) | 17/3/2016 | 1 for 2 | 33.33 | 34.12 | 25.73 |
| Focus Media Network Limited (8112) | 16/3/2016 | 5 for 1 | 83.33 | 83.41 | 45.60 |
| Winsway Enterprises Holdings Limited (1733) | 13/3/2016 | 3 for 1 | 75.00 | 76.21 | 44.49 |
| DX.com Holdings Limited (8086) | 1/3/2016 | 1 for 1 | 50.00 | 49.80 | 33.33 |
| IR Resources Limited (8186) | 24/2/2016 | 10 for 1 | 90.91 | 87.01 | 37.50 |
| Pan Asia Mining Limited (8173) | 15/2/2016 | 8 for 1 | 88.89 | 66.67 | 18.19 |
| Synertone Communication Corporation (1613) | 5/2/2016 | 1 for 1 | 50.00 | 67.10 | 50.50 |
| CMMB Vision Holdings Limited (471) | 29/1/2016 | 1 for 1 | 50.00 | (9.89) | (57.07) |
| China Oceanwide Holdings Limited (715) | 25/1/2016 | 1 for 2 | 33.33 | 0.00 | 0.00 |
| Hanny Holdings Limited (275) | 25/1/2016 | 8 for 1 | 88.89 | 68.75 | 19.61 |
| Coolpad Group Limited (2369) | 22/1/2016 | 3 for 20 | 13.04 | 14.73 | 13.39 |
| China Mobile Games and Cultural Investment Limited (now known as Interactive Entertainment China Cultural Technology Investments Limited) (8081) | 14/1/2016 | 5 for 1 | 83.33 | 45.61 | 12.43 |
| China Hongqiao Group Limited (1378) | 8/1/2016 | 7 for 50 | 12.28 | 0.00 | 0.00 |
| | | Maximum | 90.91 | 87.01 | 50.50 |
| | | Minimum | 12.28 | (9.89) | (57.07) |
| The Company | | 1 for 2 | 33.33 | 16.92 | 11.96 |

Note: Unless otherwise stated, the discount rates set out are based on the figures disclosed in the initial announcements of the respective Comparables.

Although the Comparables may be different from the Group in terms of business nature, financial position and funding requirements, the Comparables can serve as a reference for the recent market practice and provide an insight to the reasonableness of the major terms of the Rights Issues. The Directors considered that the discount of the Subscription Prices is within the range of the discount rate of the Comparables. As the Rights Shares are offered to all Qualifying Shareholders, the Company has sought to set the Subscription Price at a level that would attract all Qualifying Shareholders to participate in the Rights Issue without exerting excessive financial burden on the part of the Qualifying Shareholders.

LETTER FROM THE BOARD

The Board (including the independent non-executive Directors) hopes that the discount of the Subscription Price will encourage Qualifying Shareholders to participate in the Rights Issue and accordingly maintain their shareholdings in the Company. Qualifying Shareholders who take up their pro-rata entitlements in full will not suffer any dilution to their shareholding in the Company under the Rights Issue. If a Qualifying Shareholder does not take up his/her/its entitlement under the Rights Issue in full, his/her/its proportionate shareholding in the Company will be diluted.

Basis of provisional allotment

The basis of the provisional allotment will be one (1) Rights Share (in nil-paid form) for every two (2) Shares in issue held by the Qualifying Shareholders at the close of business on the Record Date. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a remittance for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

Fractions of the Rights Shares

The Company will not provisionally allot and accept applications for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated and all nil-paid Rights Shares arising from such aggregation will be sold by the Company in the market, and if a premium (net of expenses) can be achieved, the Company will retain the proceeds from such sale(s) for its benefit. No odd lot matching services will be provided for the Rights Shares.

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the Shares then in issue. Holders of the fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of the allotment and issued of the Rights Shares in their fully-paid form.

Share certificates for the Rights Issue and refund cheques

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on Tuesday, 24 May 2016. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares are also expected to be posted by ordinary post at their own risk on Tuesday, 24 May 2016.

LETTER FROM THE BOARD

Procedures for acceptance and payment or transfer

PAL – Acceptance, payment and transfer

A PAL is enclosed with this prospectus which entitles the Qualifying Shareholders to whom it is addressed to subscribe for the number of the Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PAL, they must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, by no later than 4:00 p.m. on Monday, 16 May 2016 (or, under bad weather conditions, such later date as mentioned in the note to the section headed "Expected Timetable" in this prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "**Finsoft Financial Investment Holdings Limited – PAL**" and crossed "**Account Payee Only**". It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than 4:00 p.m. on Monday, 16 May 2016, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole and absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions.

If the Qualifying Shareholders wish to accept only part of their provision allotment or transfer part of their rights to subscribe for the Rights Share provisionally allotted to them under the PAL or to transfer part of their rights to more than one person, the original PAL must be surrendered and lodged for cancellation by no later than 4:00 p.m. on Friday, 6 May 2016 to the Registrar, who will cancel the original PAL and issue new PALs in the denomination required which will be available for collection from the Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong after 9:00 a.m. on the second Business Day after the surrender of the original PAL. The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques or cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order, whether by a Qualifying Shareholder or by any nominated transferee, will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the

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cheque or cashier's order is dishonoured on first presentation, and in that event, the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

No action has been taken by the Company to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory or jurisdiction outside Hong Kong. Accordingly, no person receiving the Prospectus Documents in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for Rights Shares, unless in the relevant territory or jurisdiction where such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. Subject as referred to below, it is the responsibility of anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy itself/himself/herself, before acquiring any rights to subscribe for the provisionally allotted Rights Shares, as to the observance of the laws and regulations of all relevant territories and jurisdictions, including the obtaining of any governmental or other consents and to pay taxes and duties required to be paid in such territory or jurisdiction in connection therewith. Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been or will be fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above representation or warranty. If you are in doubt as to your position, you should consult your own professional advisers. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws and regulations of any territory or jurisdiction.

If the Underwriter exercises the right to terminate the Underwriting Agreement prior to the Latest Time for Termination and/or if any of the conditions of the Rights Issue are not fulfilled, the remittance received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in the nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses by the Registrar on Tuesday, 24 May 2016.

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EAF – Application for excess Rights Shares

Qualifying Shareholders shall be entitled to apply for, (i) Rights Shares representing the entitlement of the Excluded Shareholders and which cannot be sold at a net premium; and (ii) any Rights Shares provisionally allotted but not accepted. If a Qualifying Shareholder wishes to apply for any Rights Shares in addition to his/her/its provisional allotment, he/she/it must complete and sign the enclosed EAF in accordance with the instructions printed thereon and lodge the same with a separate remittance for the amount payable on application in respect of the excess Rights Shares being applied for with the Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, Hong Kong not later than 4:00 p.m. on Monday, 16 May 2016. All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "**Finsoft Financial Investment Holdings Limited – EAF**" and crossed "**Account Payee Only**". No receipt will be given for such remittances.

The Board will allocate the excess Rights Shares to Qualifying Shareholders who have applied for excess application at their discretion on a fair and equitable basis, and on a pro rata basis on the excess Rights Shares applied by them, without involving allocation of any fractional Rights Share. No preference will be given to applications made for topping up odd lot holdings to whole board lot holdings.

The Company will notify the relevant Qualifying Shareholders of any allotment of excess Rights Shares made to them by way of announcement. An announcement of results of acceptance of and excess applications for the Rights Issue will be published on Monday, 23 May 2016.

Where the number of excess Rights Shares applied for under one EAF is larger than the total number of Rights Shares being offered under the Rights Issue, being 240,000,000 Rights Shares, such application (other than from a nominee company) would be treated as invalid and be rejected. For the avoidance of doubt, this restriction will not be applied to all nominees companies including HKSCC Nominees Limited. If no excess Rights Shares are allotted to a Qualifying Shareholder, a refund cheque for the full amount tendered on application will be posted to that Qualifying Shareholder by ordinary post by the Registrar at his/her/its own risk on Tuesday, 24 May 2016. If the number of excess Rights Shares allotted to a Qualifying Shareholder is less than that applied for, a refund cheque for the surplus application monies will also be posted to that Qualifying Shareholder by ordinary post by the Registrar at his/her/its own risk on Tuesday, 24 May 2016.

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The EAF is for use only by the Qualifying Shareholder(s) to whom it is addressed and is not transferable. All documents, including refund cheques (if any), will be despatched by ordinary post at the risk of the persons entitled thereto to their respective registered addresses as stated on the Company's register of members.

Any Rights Shares not taken up by the Qualifying Shareholders and not taken by excess applications will be taken up by the Underwriter pursuant to the terms and conditions of the Underwriting Agreement.

Shareholders with their Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company under the allocation of excess Rights Shares. Shareholders with their Shares held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date. Excess application from Qualifying Shareholders (including registered nominee company) will be accepted by the Company even if their assured entitlement of the Rights Shares is not subscribed for in full.

Application for listing

The Company has made application to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Both nil-paid Rights Shares and fully-paid Rights Shares will be traded in board lots of 10,000 Shares.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the register of members of the Company in Hong Kong, will be subject to the payment of stamp duty and applicable fees and charges in Hong Kong.

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Taxation

Qualifying Shareholders are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of holding or disposal of, or dealing in the Rights Shares. It is emphasised that none of the Company, the Directors or any other parties involved in the Rights Issue accept responsibility for any tax effects or liability of holders of the Rights Shares resulting from purchase, holding or disposal of, or dealing in the Rights Shares.

Conditions of the Rights Issue

The Rights Issue is conditional upon the following conditions being fulfilled:

- (1) the Share Consolidation having become effective by no later than the Record Date;
- (2) the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in all the Rights Shares (in their nil-paid and fully-paid forms) by no later than the Prospectus Posting Date and the Stock Exchange not having withdrawn or revoked such listings and permission on or before the Latest Time for Termination;
- (3) the filing and registration of all documents relating to the Rights Issue, which are required to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) by no later than the Prospectus Posting Date;
- (4) the posting of the Prospectus Documents to the Qualifying Shareholders by the Prospectus Posting Date;
- (5) the compliance with and performance of all the undertakings and obligations of the Company under the Underwriting Agreement by the Latest Time for Termination; and
- (6) the Underwriting Agreement not being terminated by the Underwriter pursuant to the terms thereof on or before the Latest Time for Termination.

None of the above conditions precedent is capable of being waived by the Underwriter and the Company other than condition (5) above. The Underwriter may waive condition (5) above in whole or in part by written notice to the Company.

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If the above conditions are not satisfied and/or waived in whole or in part by the respective dates specified above (or such later date or dates as the Underwriter may agree with the Company in writing), the Underwriting Agreement shall terminate (save in respect of the provisions in relation to fees and expenses, indemnity, notices and governing law and any rights or obligations which may accrue under the Underwriting Agreement prior to such termination) and no party will have any claim against any other party for cost, damages, compensation or otherwise.

As at the Latest Practicable Date, condition (1) above had been fulfilled.

Approval of the Rights Issue

As the proposed Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50% and the Rights Issue is fully underwritten by the Underwriter, who is not a Director, chief executive of the Company or substantial Shareholder (or a close associate of any of them), the Rights Issue is not subject to the approval of the Shareholders at the general meeting of the Company.

UNDERWRITING AGREEMENT

The principal terms of the Underwriting Agreement are as follows:

Date : 24 March 2016

Underwriter : Convoy Securities Limited

To the best of the Directors' knowledge and information after having made all reasonable enquiries, the Underwriter is an Independent Third Party.

Total number of Underwritten Shares : 240,000,000 Rights Shares. The Rights Issue is fully underwritten.

Commission : The Underwriter will receive a commission in respect of its underwriting of the Rights Issue at 3.0% of the aggregate Subscription Price in respect of the number of the Underwritten Shares.

The Board (including the independent non-executive Directors) considers that the terms of the Underwriting Agreement (including the underwriting commission) are fair and reasonable as compared to the market practice.

LETTER FROM THE BOARD

Under the Underwriting Agreement, if the conditions of the Rights Issue are fulfilled on or before the Latest Time for Acceptance (or such later time and/or date as the Company and the Underwriter may determine in writing) and the Underwriting Agreement becomes unconditional and is not terminated in accordance with the terms thereof, and in the event that by the Latest Time for Acceptance any of the Underwritten Shares have not been taken up (“**Untaken Shares**”), the Company shall as soon as practicable thereafter and in any event before 6:00 p.m. on the second Business Day after the Latest Time for Acceptance, notify or procure the Registrar on behalf of the Company to notify the Underwriter in writing of the number of Underwritten Shares not taken up. Pursuant to the Underwriting Agreement, when the Underwriter is being called upon to subscribe for or procure subscription for the Untaken Shares:

- (1) the Underwriter shall not subscribe, for its own account, for such number of Untaken Shares which will result in the shareholding of it and parties acting in concert with it in the Company to be 30% or more of the issued share capital of the Company upon the allotment and issue of the Rights Shares;
- (2) the Underwriter shall ensure that none of the subscribers of the Untaken Shares will as a result of such subscription, together with parties acting in concert with such subscriber, will hold 30% or more of the issued share capital of the Company upon the allotment and issue of the Rights Shares;
- (3) the Underwriter shall use all reasonable endeavours to procure that each of the subscribers of the Untaken Shares (including any direct and indirect sub-underwriters), shall be third party independent of, not acting in concert with and not connected with the Directors, chief executive or substantial shareholders (within the meaning of the GEM Listing Rules) of the Company or any of its subsidiaries and their respective close associates; and
- (4) in the event that there is insufficient public float of the Company within the meaning of the GEM Listing Rules immediately upon completion of the Rights Issue solely because of the Underwriter’s performance of its obligations pursuant to the Underwriting Agreement, the Underwriter agrees to take such appropriate steps as may be reasonably required to maintain the minimum public float for the Shares in compliance with Rule 11.23 of the GEM Listing Rules.

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Termination of the Underwriting Agreement

The Underwriter may terminate the Underwriting Agreement by notice in writing given to the Company at any time prior to the Latest Time for Termination upon the occurrence of certain events. For details, please refer to the section headed “Termination of the Underwriting Agreement” in this prospectus.

WARNING OF THE RISKS OF DEALING IN SHARES AND THE NIL-PAID RIGHTS SHARES

The Shares have been dealt with on an ex-rights basis from Wednesday, 20 April 2016. Dealings in the Rights Shares in the nil-paid form are expected to take place from 9:00 a.m. on Wednesday, 4 May 2016 to 4:00 p.m. on Wednesday, 11 May 2016 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated by the Underwriter on or before 4:00 p.m. on Tuesday, 17 May 2016 or such later time and/or date as may be agreed between the Company and the Underwriter, the Rights Issue will not proceed. Any Shareholders or other persons dealing or contemplating dealing in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases), and any dealings in the nil-paid Rights Shares from Wednesday, 4 May 2016 to Wednesday, 11 May 2016 (both days inclusive), bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons dealing or contemplating dealing in the Shares or nil-paid Rights Shares are recommended to consult their own professional advisers.

LETTER FROM THE BOARD

SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purpose only, the table below sets out the shareholding structure of the Company assuming that (i) there is no change in the shareholding structure of the Company from the Latest Practicable Date to immediately after the completion of the Rights Issue; and (ii) there is no Excluded Shareholder.

| Shareholders | As at the Latest Practicable Date | | Immediately after completion of the Rights Issue assuming full acceptance by all the Qualifying Shareholders under the Rights Issue | | Immediately after completion of the Rights Issue assuming no acceptance by the Qualifying Shareholder under the Rights Issue | |
|--|-----------------------------------|---------------|---|---------------|--|---------------|
| | Number of Shares | Approximate % | Number of Shares | Approximate % | Number of Shares | Approximate % |
| | Luster Wealth Limited (Note 1) | 116,411,250 | 24.25 | 174,616,875 | 24.25 | 116,411,250 |
| Lawrence Tang (Note 2) | 730,000 | 0.15 | 1,095,000 | 0.15 | 730,000 | 0.10 |
| Underwriter or subscribers procured by it (Note 3) | - | - | - | - | 215,000,000 | 29.86 |
| Sub-underwriter of the Underwriter (Note 4) | - | - | - | - | 25,000,000 | 3.47 |
| Public Shareholders | <u>362,858,750</u> | <u>75.60</u> | <u>544,288,125</u> | <u>75.60</u> | <u>362,858,750</u> | <u>50.40</u> |
| | <u>480,000,000</u> | <u>100</u> | <u>720,000,000</u> | <u>100</u> | <u>720,000,000</u> | <u>100</u> |

Notes:

1. These Shares are held by Luster Wealth Limited (“**Luster Wealth**”). Mr. Chan Sek Keung, Ringo (“**Mr. Chan**”), the non-executive Director and the chairman of the Board, 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. By virtue of the SFO, each of Woodstock and Mr. Chan is deemed, or taken to be, interested in all the Shares held by Luster Wealth. Mr. Chan is the sole director of each of Luster Wealth and Woodstock. Mr. Li Hoi Kong, an executive Director, owns approximately 7.75% of the issued share capital of Luster Wealth.
2. Mr. Lawrence Tang is an executive Director.
3. Pursuant to the Underwriting Agreement, when the Underwriter is being called upon to subscribe for or procure subscription for the Untaken Shares:
 - (i) the Underwriter shall not subscribe, for its own account, for such number of Untaken Shares which will result in the shareholding of it and parties acting in concert with it in the Company to be 30% or more of the issued share capital of the Company upon the allotment and issue of the Rights Shares;

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- (ii) the Underwriter shall ensure that none of the subscribers of the Untaken Shares will as a result of such subscription, together with parties acting in concert with such subscriber, will hold 30% or more of the issued share capital of the Company upon the allotment and issue of the Rights Shares;
 - (iii) the Underwriter shall use all reasonable endeavours to procure that each of the subscribers of the Untaken Shares (including any direct and indirect sub-underwriters), shall be third party independent of, not acting in concert with and not connected with the Directors, chief executive or substantial shareholders (within the meaning of the GEM Listing Rules) of the Company or any of its subsidiaries and their respective close associates; and
 - (iv) in the event that there is insufficient public float of the Company within the meaning of the GEM Listing Rules immediately upon completion of the Rights Issue solely because of the Underwriter's performance of its obligations pursuant to the Underwriting Agreement, the Underwriter agrees to take such appropriate steps as may be reasonably required to maintain the minimum public float for the Shares in compliance with Rule 11.23 of the GEM Listing Rules.
4. As advised by the Underwriter, the Underwriter entered into a sub-underwriting agreement with a sub-underwriter in relation to the sub-underwriting of 25,000,000 Right Shares, representing approximately 3.47% of the total issued share capital of the Company upon completion of the Right Issue, and each of such sub-underwriter and its ultimate beneficial owner(s) is an Independent Third Party.
5. Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

As illustrated in the shareholding table above, more than 25% of the Shares will be held by public Shareholders immediately after completion of the Rights Issue, the public float requirements under the GEM Listing Rules will remain to be complied with immediately upon completion of the Rights Issue.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

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

The estimated net proceeds of the Rights Issue will be approximately HK\$74.38 million. The Company intends to apply the net proceeds from the Rights Issue for the early redemption of the Loan Notes and the payment of the interests accrued thereon. The Loan Notes were issued by the Company on 18 May 2015 and bears interest at the rate of 10% per annum, payable quarterly by the Company. As at the Latest Practicable Date, the outstanding principal amount of the Loan Notes amounted to HK\$100.3 million and the annual interest payable by the Company amounted to approximately HK\$10 million. The maturity date of the Loan Notes is 17 May 2017. According to the terms and conditions of the Loan Notes, the Company can by 14 days' prior written notice to the holders of the Loan Notes redeem any outstanding part of the Loan Notes on a day which is after 18 May 2016 (being the first anniversary of the date of issue of the Loan Notes). On the other hand, the holder of the Loan Notes can also by not less than two months'

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prior written notice to the Company, redeem any outstanding part of the Loan Notes on a day which is after 18 May 2016 (being the first anniversary of the date of issue of the Loan Notes). As at the Latest Practicable Date, the Company had already received notices from holders of the Loan Notes to redeem the Loan Notes in an aggregate principal amount of HK\$4.9 million, which shall be redeemed by the Company in May or June 2016.

In preparation for the request of early redemption by the holders of the Loan Notes, the Directors consider that it is prudent and reasonable to conduct the Rights Issue. On the other hand, comparing the expenses to be incurred in connection with the Rights Issue (which is expected to be around HK\$3.4 million), the Directors consider that it is in the interest of the Company to early redeem the Loan Notes which bears interests at the rate of 10% per annum.

The Company intends to apply the net proceeds from the Rights Issue in the following order:

- firstly, to redeem the Loan Notes pursuant to the redemption requests received from the holders of the Loan Notes up to the Latest Practicable Date and pay the accrued interests (which in aggregate amounted to approximately HK\$4.92 million);
- secondly, to redeem the Loan Notes and pay the respective accrued interests to the extent of the remaining balance of the net proceeds in mid-June 2016 (which in aggregate amounted to approximately HK\$66.89 million); and
- thirdly, to settle the accrued interest of approximately HK\$2.5 million in accordance with the repayment schedule of the Loan Notes.

It is currently expected that the Company will utilise its internal resources and/or other borrowing with a lower interest rate as compared to the interest rate of the Loan Notes to satisfy any further request(s) from the holders of the Loan Notes to request for early redemption.

The Directors are of the opinion that, after taking into account the internal financial resources presently available to the Group and the expected completion of the process from the Rights Issue, in the absence of unforeseeable circumstances, the Group has sufficient working capital for its present requirements that is for at least the next twelve months following the date of this prospectus.

The Directors consider that it is prudent to finance the Group's long term growth by way of the Rights Issue which will enhance its financial position without increasing finance costs. The Rights Issue will provide existing Shareholders the opportunity to participate in the equity financing exercise on a fair and pro rata basis and lessen the dilution impact brought about by a placing.

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The Directors (including the independent non-executive Directors) consider that the terms of the Rights Issue are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

RISK FACTORS

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

In compliance with the GEM Listing Rules, the Company sets out below the risk factors of the Group for the Shareholders' attention. The Directors believe that there are certain risks involved in the operations of the Group which includes, but is not limited to the following:

Reliance on financial trading software solution business

The Group's revenue is mainly derived from the development, sales and provision of financial trading software solutions with the principal products being trading and settlement systems of financial products for financial institutions. The Group's ability to maintain its revenue stream depends on its capability to continue the existing contracts as well as secure new contracts. Accordingly, the Group's revenue will fluctuate depending on the number of contracts secured by it.

The Group has entered into service contracts with its customers for the lease and/or maintenance of its software systems. The initial term of such contracts range from 12 to 24 months. However, the Group cannot assure that the existing customers will continue to engage the Group's trading software systems for their business. If the Group fails to continue the existing contracts or secure contracts from these customers, and the Group is unable to enter into contracts with new customers on comparable terms or at all, the Group's business, results of operations and financial condition could be adversely affected.

Concentration of expertise within the Group

The Group's success depends considerably on its experienced technical staff members, including but not limited to, those staff members responsible for the development and enhancement of the Group's products. Out of 23 employees in the development team, 6 of them have been working with the Group for 5 years or more and have accumulated relevant technical expertise and market know-how. Such staff members are continuously in great demand in the labour market as the financial software products industry is highly competitive. Therefore, the Group's future success depends on its ability to continue to attract and retain highly qualified technical and managerial staff with the appropriate technical expertise and domain knowledge of the financial industry. In the event that the Group's competitors offer more attractive

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compensation packages, the Group may not be able to retain them to sustain its business growth, or its staff expenses in relation thereto may increase substantially, both of which could have a material adverse effect on the Group's business and financial result.

Protection of the Group's intellectual property rights

The Group's business development and continuous success depends to a large extent on its ability to protect its intellectual property rights. It may be possible for a third party to copy or otherwise obtain and use the Group's proprietary technology without its authorisation, or to develop similar technology independently. Policing unauthorised use of the Group's proprietary technology is difficult and the Group cannot assure investors that the steps to be taken by the Group will prevent misappropriation or infringement of the Group's proprietary technology. In addition, litigation may be necessary in the future to enforce the Group's intellectual property rights, protect the Group's trade secrets or determine the validity and scope of the proprietary rights of others, all of which could result in substantial costs, diversion of the Group's resources and the Group management's time and, as a result, significantly harm the Group's business.

Credit risk of money lending business

The Group's money lending business is exposed to risks due to the inability and unwillingness of customers or counterparties to meet their respective contractual obligations on payment of interest or principal. The risks of losses will be higher for the unsecured loans in the event of default.

In addition, the exposure to risks associated with the fluctuation of interest rates and change of monetary policies, which may be affected by external factors, such as the economic, political and social conditions both locally and globally, are beyond the Group's control.

Risks which are relevant to the macro environment which may affect the Group's businesses

The business operations of the Group are primarily based in Hong Kong. Accordingly, the Group's operating results, financial position and prospects could be adversely affected by economic, political and legal developments in Hong Kong. Any changes in the political and economic or political environment of Hong Kong (including, but not limited to, government policies, political instability, expropriation, laws, labour activism, war, civil unrest, terrorism, and changes in interest rates, foreign exchange rates, taxation, environmental regulations and import and export duties and restrictions) may adversely affect the Group's business and results of operations as well as its ability to sustain its expansion strategies and thus future growth.

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Volatility and uncertainties of the securities market in Hong Kong

For the Group's business of trading of securities in Hong Kong, the Group aims at maximising the profits of the Company for the Shareholders and will revamp its investment strategy and explore securities investment opportunities with due care and diligence. Due to the volatility and uncertainties of the securities market in Hong Kong, the Company may suffer loss on securities trading if the investment strategy that the Group has adopted does not fit the current market conditions.

Trends in property market in Hong Kong

For the Group's property investment in Hong Kong, the trends in the property market sentiment and conditions, political developments, governmental regulations and changes in planning or tax laws or levels of interest rates Hong Kong may affect the property value and rental values of the properties owned by the Group and thus may pose risks to the Group's businesses, financial condition, results of operations or growth prospects.

Competition within the financial and brokerage industry

The Group currently develops, sells and leases its products and services to market participants in the financial and brokerage industry. The financial and brokerage industry is characterised by intensive competition, especially with the lifting of the minimum commission fee restrictions. Intensive competition in the financial and brokerage industry will inevitably affect the profit margins of market participants and may consequently affect such participants' willingness to invest in new technologies or to expand their current usage of existing technologies. This may adversely affect the Group's business development.

Traditional small to medium sized brokerage firms, including the Group's target customers, may face competition from larger brokers that have more capital, resources or experience. The possible emergence of consolidation of the brokerage industry in Hong Kong may lead to reduction in the number of the players in the industry. Should the number of the Group's potential and existing customers or their size of operations decrease, the Group's existing business and future growth potential may be adversely affected.

Risks relating to the Share price

The price and trading volume of the Shares are determined by demand and supply of investors for the Shares in the public market and may be highly volatile. Factors such as variations in the Group's revenue, earnings and cash flows, changes in or challenges to its business, announcements of new investments, acquisitions or disposals, the depth and liquidity of the market for the Shares, investors' perceptions of the Group and general political, economic, social and market conditions both globally and in Hong Kong could cause the market price of the Shares to change substantially.

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Risk relating to the Rights Issue

Under the Underwriting Agreement, the Underwriter is entitled to terminate its obligations by giving notice in writing to the Company upon the occurrence of any of the events stated in the section headed “Termination of the Underwriting Agreement” in this prospectus on or before the Latest Time for Termination. Should the Rights Issue proceed as intended, the shareholding interest of the existing Shareholders in the Company will be diluted if they do not or cannot subscribe for the Rights Shares which they are entitled to.

Additional risks and uncertainties not presently known to the Directors, or not expressed or implied above, or the Directors currently deem immaterial, may also adversely affect the Group’s business, operating results and financial condition in a material aspect.

FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST TWELVE MONTHS

Apart from the fund raising activities mentioned below, the Company had not raised any other funds in the past 12 months immediately preceding the Latest Practicable Date:

| Date of announcements | Fund raising activity | Net proceeds raised (approximately) and intended use of net proceeds | Actual use of net proceeds as at the Latest Practicable Date |
|--|-----------------------|--|---|
| 10 April 2015, 18 May 2015 and 11 June 2015 | Issue of Loan Notes | HK\$96.3 million was raised. For funding the Group’s money lending business in Hong Kong and future potential acquisitions, investments and treasury management purposes. | The entire net proceeds has been utilised as to (i) approximately HK\$20.5 million had been used for the subscription of three unlisted funds for investment purposes; (ii) approximately HK\$2.5 million has been utilised for the acquisition of a convertible bond for investment purposes; (iii) approximately HK\$39.5 million has been utilised for money lending business of the Group; (iv) approximately HK\$32.2 million has been utilised for the acquisition of securities under the Group’s securities investments business; and (v) the remaining net proceeds of approximately HK\$1.6 million had been utilised for funding part of consideration of the acquisition of Full Profit Property Services Company Limited, details of which are set out in the Company’s announcement dated 30 December 2015. |

LETTER FROM THE BOARD

| Date of announcements | Fund raising activity | Net proceeds raised (approximately) and intended use of net proceeds | Actual use of net proceeds as at the Latest Practicable Date |
|--|---|---|---|
| 14 January 2016 and 27 January 2016 | Placing of 800,000,000 new Old Shares at the placing price of HK\$0.05 per Old Share pursuant to the general mandate granted to the Directors at the annual general meeting of the Company held on 5 May 2015 (“800M Placing”) | HK\$38.5 million was raised. Financing the Group’s money lending business in Hong Kong, future potential acquisitions, investments and treasury management purposes, and general working capital of the Group. | The entire net proceeds has been utilised as to (i) HK\$25.9 million had been used for the payment of the total consideration for the acquisition of China Universal Limited, details of which are set out in the Company’s announcement dated 7 March 2016; (ii) approximately HK\$2.5 million had been used for the settlement of interest incurred on the Loan Notes; (iii) approximately HK\$8.5 million had been used for the subscription of 390 shares of Sky View Investment Limited, details of which are set out in the Company’s announcements dated 12 January 2016 and 21 February 2016; and (iv) the remaining had been used for the general working capital of the Group. |

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this prospectus.

On behalf of the Board
Finsoft Financial Investment Holdings Limited
Mr. Chan Sek Keung, Ringo
Chairman

1. FINANCIAL INFORMATION OF THE COMPANY

The audited consolidated financial statements of the Group for the years ended 31 December 2013, 2014 and 2015, including the notes thereto, have been published in the annual reports of the Company respectively for the year ended 31 December 2013 and dated 18 March 2014 (pages 33 to 84), for the year ended 31 December 2014 and dated 17 March 2015 (pages 35 to 102) and for the year ended 31 December 2015 and dated 17 March 2016 (pages 40 to 121), which are available on the Company's website at <http://www.finsofthk.com> and the website of the Stock Exchange at <http://www.hkgem.com>, and are incorporated by reference into this prospectus.

2. STATEMENT OF INDEBTEDNESS**Borrowings**

As at the close of business on 31 March 2016, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this prospectus. During the year ended 31 December 2015, the Group issued 10% unsecured and unsecured notes due in 2017 (the "Loan Notes") in the aggregate principal amount of HK\$100,300,000 and the net proceeds were approximately HK\$96,300,000. As at 31 December 2015 and 31 March 2016, the outstanding Loan Notes were approximately HK\$99,957,000 and HK\$100,976,000 respectively.

Save as aforesaid, the Group did not have any other bank loans, bank overdrafts and liabilities under acceptances or other similar indebtedness debentures or other loan capital, mortgages, charges, guarantees or other material contingent liability outstanding as at the latest practicable date.

Contingent liabilities

Save as disclosed above and apart from intra-group liabilities, the Group did not have any other outstanding bank or other borrowings, mortgages, charges, debentures or other loan capital, bank overdrafts, loans or other similar indebtedness, guarantee, liabilities under acceptances (other than normal trade bills), acceptance credits, hire purchase or other finance lease commitments or other contingent liabilities.

Save as disclosed above, the Directors have confirmed that there has been no material change in the indebtedness and contingent liabilities of the Group since 31 March 2016.

3. WORKING CAPITAL STATEMENT

The Directors are of the opinion that, after taking into account the internal financial resources presently available to the Group and the expected completion of the process from the Rights Issue, in the absence of unforeseeable circumstances, the Group has sufficient working capital for its present requirements that is for at least the next twelve months following the date of this prospectus.

4. MATERIAL ADVERSE CHANGE

As the Latest Practicable Date, the Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 December 2015 (being the date to which the latest published audited financial statements of the Group were made up).

5. FOREIGN EXCHANGE

The business activities of the Group were mainly denominated in Hong Kong dollars. The Directors did not consider the Group was exposed to any significant foreign currency exchange risks.

6. FINANCIAL AND BUSINESS PROSPECTS

In the view of the insecure global and domestic economic forecast, the Group will remain cautious in future developments and at the same time maintain financial technology as the core business. iAsia Online Systems Limited (“**iAsia**”), the Group’s subsidiary and a leading financial software developer, will continue to anticipate in the provision of trading solutions for the highly sophisticated financial sectors in Hong Kong as well as the PRC and Asian regions. The Group will devote to deploy more resources in iAsia’s development in response to the possible increasing number of transactions when Shenzhen-Hong Kong Stock Connect launches. The convergence of technology and daily life is a lifestyle revolution resulting in mobile applications becoming part of people’s daily lives. Therefore, the Group has been on one hand focusing on its financial trading software solutions business, and on the other hand seizing investment opportunities and adjusting its strategies to adapt to the dynamic market environment by developing and expanding into various new businesses. Through the investment in Four Directions Investment Limited which engages in the principal business of providing information technology and smartphone applications development services, the Group is able to expand its investment into information technology industry in respect of development of smartphone applications, which the Directors consider to have great market potentials and to be able to strengthen our competitive edge. The Group will continue to commit in mobile applications development through investments in potential businesses. For example, in February 2016, the Group invested in the mobile application Mei Li Shen Qi (美麗神器), one of the largest online communities and e-commerce platforms with millions of users for medical beauty industry in the PRC, through the subscription of shares of Rolaner International Limited (“**Rolaner**”, a company incorporated in the Cayman Islands) and the entering into of certain contractual arrangements

with Rolaner's operating company in the PRC. The Directors believe that such expansion in client base will enhance cross-sale among various business divisions of the Group. IT is a service oriented industry and it relies on high quality personnel. As such, the Group keeps enhancing our team and building dynamic working environment through recruiting high caliber staff and industry experts. Together with their market acumen and expertise, the Group will capture potential market opportunities to open up more income streams through a growing number of institutional clients and a wide spectrum of products or services. The Group's money lending business has achieved an encouragingly increase in revenue in 2015. Hence, the Group will continue to enhance our cash position and strictly control the potential risks associated with the volatile market in the foreseeable future. Looking ahead, the Group will endeavor to continue its growth trajectory through stable fiscal position, strong collaboration with clients and core business division enhancements which further contributes to the Group's prosperity and stability.

7. ACQUISITION OR PROPOSED ACQUISITION AFTER 31 DECEMBER 2015 BEING THE DATE ON WHICH THE LATEST PUBLISHED AUDITED CONSOLIDATED ACCOUNTS OF THE GROUP WERE MADE UP

Entering into of the Sky View Subscription Agreement and Rolaner Subscription Agreement

On 20 February 2016, Sky View Investment Limited ("Sky View"), Winrange Investments Limited ("Winrange", being a wholly-owned subsidiary of the Company) and Amber Rose Holdings Limited ("Amber Rose") entered into an agreement ("Sky View Subscription Agreement") for the subscription of ordinary shares of Sky View ("Sky View Shares") by Winrange and Amber Rose respectively. Pursuant to the Sky View Subscription Agreement, Winrange and Amber Rose have agreed to subscribe for 390 Sky View Shares and 510 Sky View Shares at the subscription price of US\$4,948,900 and US\$5,151,000 respectively. It was the intention of Winrange and Amber Rose that Sky View would act as the holding company of their investment in Rolaner to be acquired under the Rolaner Subscription Agreement (as defined below). The principal business of Rolaner is investment holding, which, through certain contractual arrangements, operates mobile application Mei Li Shen Qi (美麗神器) and other online communities and e-commerce platforms for medical beauty industry in the PRC.

After completion of the Sky View Subscription Agreement, Sky View, Rolaner, Ace Choice Ventures Limited, Legend Cosmo Consultants Limited, Mr. Ren Lingfeng, Mr. Chen Rong, 榮浪信息科技(上海)有限公司 (unofficial English name being Rong Lang Information Technology (Shanghai) Co., Limited) and 羅朗網絡科技(上海)有限公司 (unofficial English name being Luo Lang Internet Technology (Shanghai) Co., Limited) entered into an agreement on 20 February 2016 (“Rolaner Subscription Agreement”), pursuant to which, among other things, Sky View shall subscribe for 22,000,000 preferred shares in the share capital of Rolaner, representing approximately 22.9% of the then enlarged share capital of Rolaner (after completion of the subscription of shares of Rolaner by Alibaba Investment Limited and assuming no shares of Rolaner have been issued pursuant to an employee share option program to be adopted by Rolaner after completion of the Rolaner Subscription Agreement) at the price of US\$10,000,000. Completion of the acquisition has taken place on 18 March 2016.

Approximately HK\$8.5 million from the net proceeds from the 800M Placing had been utilised for the subscription of 390 Sky View Shares. The remaining of the consideration was satisfied by the internal resources of the Group.

Entering into of the China Universal Acquisition Agreement

On 7 March 2016, Wise Link International Limited (“Wise Link”), an indirect wholly-owned subsidiary of the Company, and Colorful Focus Limited (“Colorful Focus”) entered into a sale and purchase agreement (“China Universal Acquisition Agreement”), pursuant to which Wise Link conditionally agreed to purchase and Colorful Focus conditionally agreed to sell the entire issued shares of China Universal Limited (“China Universal”) at the consideration of HK\$25,900,000. The principal business of China Universal is properties holding and the principals assets of China Universal are certain residential and retail properties in Hong Kong. The acquisition of China Universal was completed on 16 March 2016. HK\$25,900,000 from the net proceeds from the 800M Placing had been used for the payment of the total consideration for the acquisition.

The aggregate of the remuneration payable to and benefits in kind receivable by the directors of the acquiring companies have not been and will not be varied in consequence of acquisition.

**APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION
OF THE GROUP**

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The following is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company (the “**Unaudited Pro Forma Financial Information**”) which has been prepared in accordance with paragraph 7.31 of the GEM Listing Rules to illustrate the effect of the Rights Issue on the consolidated net tangible assets of the Group attributable to owners of the Company as if the Rights Issue had taken place on 31 December 2015.

The Unaudited Pro Forma Financial Information is prepared based on the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2015, as extracted from the published annual report of the Company for the year ended 31 December 2015, and is adjusted for the effect of the Rights Issue.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only, based on the judgements and assumptions of the Directors, and because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future dates; or be indicative of: (i) the financial position of the Group as at 31 December 2015 or any future date; or (ii) the consolidated net tangible assets per Share attributable to owners of the Company as at 31 December 2015 or any future date.

| Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2015 <i>HK\$'000</i> <i>(Note 1)</i> | Add: Estimated net proceeds from the Rights Issue <i>HK\$'000</i> <i>(Note 2)</i> | Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2015 <i>HK\$'000</i> | Unaudited pro forma adjusted consolidated net tangible assets per Share attributable to owners of the Company after completion of the Rights Issue <i>(Note 3)</i> |
|---|---|--|---|
| Based on 240,000,000 Rights Shares to be issued at Subscription Price of HK\$0.324 per Rights Share | 34,033 | 74,377 | 108,410 |
| | 34,033 | 74,377 | 108,410 |
| | | | HK\$0.17 |

**APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION
OF THE GROUP**

Notes:

1. The audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2015 of approximately HK\$34,033,000 has been arrived at based on the equity attributable to owners of the Company of approximately HK\$44,560,000 as adjusted to exclude the goodwill and intangible assets of approximately HK\$1,873,000 and HK\$8,654,000, respectively, as shown on the audited consolidated statement of financial position of the Group as at 31 December 2015 as extracted from the published annual report of the Company for the year ended 31 December 2015.

2. The estimated net proceeds from the Rights Issue has been arrived at as follows:

| | |
|---|--------------------------|
| | <i>HK\$'000</i> |
| Estimated gross proceeds from the Rights Issue from the issue of 240,000,000 Rights Shares at the Subscription Price of HK\$0.324 per Rights Share | 77,760 |
| Less: Estimated expenses in relation to the Rights Issue | <u>(3,383)</u> |
| Estimated net proceeds from the Rights Issue for the purpose of presentation of this Unaudited Pro Forma Financial Information | <u><u>74,377</u></u> |

3. The number of shares used for the calculation of unaudited pro forma adjusted consolidated net tangible assets per Share attributable to owners of the Company after completion of the Rights Issue is calculated based on 640,000,000 Shares, comprising the 400,000,000 Shares in issue as at 31 December 2015 (assuming that the Share Consolidation has taken place on 31 December 2015) and the 240,000,000 Rights Shares to be issued pursuant to the Rights Issue.
4. No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2015.

**APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION
OF THE GROUP**

**B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION
INCLUDED IN A PROSPECTUS**

The following is the text of a report, prepared for the purpose of inclusion in this Prospectus, received from the Company's reporting accountants, HLB Hodgson Impey Cheng Limited, Certified Public Accountants, Hong Kong.



**國 衛 會 計 師 事 務 所 有 限 公 司
Hodgson Impey Cheng Limited**

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION
INCLUDED IN A PROSPECTUS**

To the Directors of Finsoft Financial Investment Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Finsoft Financial Investment Holdings Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2015, and related notes (the “**Unaudited Pro Forma Financial Information**”) as set out in Section A of Appendix II to the prospectus issued by the Company dated 29 April 2016 (the “**Prospectus**”). The applicable criteria on the basis of which the directors have compiled the Unaudited Pro Forma Financial Information are described in Section A of Appendix II to the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the directors to illustrate the impact of the Rights Issue (as defined in the Prospectus) on the consolidated net tangible assets of the Group attributable to owners of the Company as if the Rights Issue had taken place at 31 December 2015. As part of this process, information about the Group's financial position has been extracted by the directors from the Group's financial statements for the year ended 31 December 2015, on which an audit report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and with reference to Accounting Guideline (“**AG 7**”), “*Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*”, issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies Hong Kong Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 7.31(7) of the GEM Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, “*Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*”, issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 7.31 of the GEM Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

**APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION
OF THE GROUP**

The purpose of Unaudited Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 December 2015 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION
OF THE GROUP**

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 7.31(1) of the GEM Listing Rules.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Hong Kong, 29 April 2016

1. RESPONSIBILITY STATEMENT

This prospectus, 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 regarding the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this prospectus 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 prospectus misleading.

2. SHARE CAPITAL

- (i) The authorised and issued share capital of the Company as at the Latest Practicable Date and immediately following the completion of the Rights Issue were/will be as follows:

(a) As at the Latest Practicable Date

| | | |
|---|--------------------------|-------------------|
| <i>Authorised:</i> | | <i>HK\$</i> |
| <u>2,000,000,000</u> | Shares of HK\$0.005 each | <u>10,000,000</u> |
| <i>Issued and fully paid or credited as fully paid:</i> | | <i>HK\$</i> |
| <u>480,000,000</u> | Shares of HK\$0.005 each | <u>2,400,000</u> |

(b) Immediately following completion of the Rights Issue

| | | |
|---|---|-------------------|
| <i>Authorised:</i> | | <i>HK\$</i> |
| <u>2,000,000,000</u> | Shares of HK\$0.005 each | <u>10,000,000</u> |
| <i>Issued and fully paid or credited as fully paid:</i> | | <i>HK\$</i> |
| 480,000,000 | Shares of HK\$0.005 each in issue as at the Record Date | 2,400,000 |
| <u>240,000,000</u> | Rights Shares to be allotted and issued under the Rights Issue | <u>1,200,000</u> |
| <u>720,000,000</u> | Shares of HK\$0.005 each in issue upon completion of the Rights Issue | <u>3,600,000</u> |

All the Shares in issue rank *pari passu* in all respects with each other, including, in particular, as to dividends, voting rights and return of capital. The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects with the Shares then in issue, including the right to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the Rights Shares in their fully-paid form.

No part of the share capital or any other securities of the Company has been listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, save for the Rights Shares, the Company had no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares and rights to subscribe for, convert or exchange into Shares.

As at the Latest Practicable Date, there was no arrangement under which future dividends were waived or agreed to be waived.

3. DISCLOSURE OF INTEREST

(i) Directors' interests and short position in the securities of the Company and its associated corporations

As at the Latest Practicable Date, the interests or 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 SFO) which require notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such director or chief executive is taken or deemed to have under such provisions of the SFO), or which are recorded in the register required to be kept by the Company pursuant to Section 352 of

the SFO, or which are required, pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long position in the ordinary shares and underlying shares of the Company

| Name of Director | Capacity/Nature | Number of shares held/ interested | Approximate % of shareholding (Note 3) |
|----------------------------|-------------------------------------|---|--|
| Mr. Chan (Note 1) | Interest in controlled corporations | 116,411,250 | 24.25% |
| Mr. Lawrence Tang (Note 2) | Beneficial owner | 730,000 | 0.15% |

Notes:

- These 116,411,250 Shares are held by Luster Wealth. Mr. Chan, the non-executive Director and chairman of the Board, beneficially owns 100% of the issued share capital of Woodstock, which in turn owns approximately 89.87% of the issued share capital of Luster Wealth. By virtue of the SFO, each of Woodstock and Mr. Chan is deemed, or taken to be, interested in all the Shares held by Luster Wealth. Mr. Chan is the sole director of each of Luster Wealth and Woodstock, respectively. Mr. Li Hoi Kong, an executive Director, owns approximately 7.75% of the issued share capital of Luster Wealth.
- Mr. Lawrence Tang is an executive Director.
- The percentage shareholding in the Company is calculated by reference to the number of Shares in issue as at the Latest Practicable Date, that is, 480,000,000 Shares.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executives of the Company had any interests and 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 require notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such director or chief executive is taken or deemed to have under such provisions of the SFO), or which are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which are required, pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

(ii) **Persons who have an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO and substantial Shareholders**

As at the Latest Practicable Date, so far as was known to any Director, the following persons, other than a Director or chief executive of the Company, had an interest or a short position in the Shares, underlying Shares or debenture of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and Section 336 of the SFO or, who were expected, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group.

| Name of Shareholder | Nature of interest | Number of Shares | Approximate percentage of interest |
|---|------------------------------------|---|------------------------------------|
| Luster Wealth | Beneficial owner | 116,411,250 (L) (Note 4) | 24.25% (Note 6) |
| Woodstock | Interest in controlled corporation | 116,411,250 (L) (Note 4) | 24.25% (Note 6) |
| The Underwriter | Other | 240,000,000 (L) 25,000,000 (S) (Note 5) | 33.33% 3.47% (Note 3) |
| Ever Robust Holdings Limited | Beneficial owner | 47,500,000 (L) (Note 7) | 9.90% (Note 6) |
| Whole Kind Investments Limited | Interest in controlled corporation | 47,500,000 (L) (Note 7) | 9.90% (Note 6) |
| Interactive Entertainment China Cultural Technology Investments Limited | Interest in controlled corporation | 47,500,000 (L) (Note 7) | 9.90% (Note 6) |

Notes:

- The number of Shares stated in the table above is based on the latest notices of disclosure of interests filed by the relevant Shareholders as at the Latest Practicable Date.
- The letter "L" denotes a long position whilst the letter "S" denotes a short position.

3. The percentage shareholding in the Company is calculated by reference to the number of Shares in issue immediately following the completion of the Rights Issue (assuming no Shares (other than the Rights Shares) are allotted and issued on or before the Record Date, that is, 720,000,000 Shares).
4. Luster Wealth is 100% owned by Woodstock, which is in turn owned as to approximately 89.87% by Mr. Chan, the non-executive Director and chairman of the Board.
5. The total of 240,000,000 Shares represent the maximum number of the Underwritten Shares that the Underwriter has agreed to underwrite pursuant to the terms of the Underwriting Agreement.
6. The percentage shareholding in the Company is calculated by reference to the number of Shares in issue as at the Latest Practicable Date, that is, 480,000,000 Shares.
7. These 47,500,000 Shares are held by Ever Robust Holdings Limited, which is wholly-owned by Whole Kind Investments Limited, which is in turn wholly-owned by Interactive Entertainment China Cultural Technology Investments Limited. By virtue of the SFO, each of Whole Kind Investments Limited and Interactive Entertainment China Cultural Technology Investments Limited is deemed, or taken to be, interested in all the Shares held by Ever Robust Holdings Limited.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to any Director, there was no other person who had interest or a short position in the Shares, underlying Shares or debenture of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and Section 336 of the SFO or, who were expected, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group.

4. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors nor their respective close associates had any business which competes or may compete with the business of the Group.

As at the Latest Practicable Date, the Company did not have any controlling Shareholders.

5. DIRECTORS' SERVICE CONTRACTS

Mr. Li Hoi Kong, an executive Director, has entered into a service contract with the Company for an initial fixed term of three years commencing from 26 September 2013 (“Listing Date”) subject to termination, among others, by giving not less than three months’ written notice, while Mr. Lawrence Tang, an executive Director, has entered into a service contract with the Company for an initial fixed term of three years commencing from his date of appointment as the executive Director i.e. 29 January 2014 subject to termination, among others, by giving not less than three months’ written notice. Each of the non-executive Director and independent non-executive Directors has entered into a service contract with the Company for an initial term of two years commencing from the Listing Date (renewed on 26 September 2015) subject to termination in certain circumstances as stipulated in the respective service contracts, except for Mr. Lam Kai Yeung, an independent non-executive Director, who has entered into a service contract with the Company with an initial term of two years commencing from 24 June 2015 and ending on 23 June 2017.

Save as disclosed, as at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

6. INTERESTS IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, none of the Directors is materially interested in contract or arrangement subsisting which is significant in relation to the business of the Group, nor has any Director had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2015, the date to which the latest published audited consolidated financial statements of the Group were made up.

7. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

8. MATERIAL CONTRACTS

During the two years immediately preceding the date of this prospectus, the following contracts (not being contracts entered into in the ordinary course of business of the Company) have been entered into by the Group and are or may be material:

- (i) the termination agreement dated 30 April 2014 (“Termination Agreement”) and entered into between the Original JV Parties to cancel the Previous Shareholders Agreement (the shareholders agreement dated 9 January 2014 (“Previous Shareholders Agreement”) and entered into by and among Winrange, Mr. Kwok Shun Tim (“Mr. Kwok”), Time Smart Development Limited (“Time Smart”) (collectively “Original JV Parties”) and Gavottes International Limited (“JV Company”), pursuant to which (1) the Original JV Parties agreed to invest in the JV Company and has completed the first tranche of subscription in the shares of the JV Company in the proportion of Mr. Kwok subscribing 49 new shares at the consideration of HK\$247,499, Winrange subscribing 30 new shares at the consideration of HK\$151,530 and Time Smart subscribing 20 new shares at the consideration of HK\$101,020, representing 50%, 30% and 20% respectively of the shareholding in the JV Company and (2) if the JV Company shall proceed with the acquisition of Gransing Securities Co., Limited (“Target”), the Original JV Parties shall further subscribe for new shares in the JV Company) with effect from 30 April 2014; and the shareholders agreement dated 30 April 2014 (“New Shareholders Agreement”) entered into by and among Ms. Oei Hong Eng (“Ms. Oei”), Winrange, Time Smart and the JV Company (“New JV Parties) to govern the shareholdings and the management of the JV Company, pursuant to which, among other things, if acquisition of the Target shall take place: (1) each of Winrange and Time Smart shall subscribe for 30 and 20 additional shares of the JV Company respectively at the consideration of HK\$4,710,000 and HK\$3,140,000 respectively, and (2) Ms. Oei shall transfer her shares in the Target to the JV Company at completion of the acquisition of the Target by the JV Company and in return, the JV Company shall allot and issue 50 shares of the JV Company to Ms. Oei; details of the said agreements are contained in the Company’s announcement dated 30 April 2014;
- (ii) the cooperation framework agreement dated 3 June 2014 and entered into between the Company and CIL Holdings Limited (“CIL”) in relation to the proposed cooperation between the Group and CIL group (being CIL and its subsidiaries, “CIL Group”) in Southeast Asia region, and pursuant to which each of the Group and CIL Group would invest not more than HK\$10 million to develop the proposed businesses of financial trading software solutions and financial e-commerce platforms/business; details of the said agreement and its termination are contained in the Company’s announcements dated 3 June 2014 and 1 September 2014;

- (iii) the termination agreement to terminate the sale and purchase agreement (“SPA”, dated 30 April 2014 and entered into between the JV Company, Mr. Que Bon Tan Gerald and Ms. Oei (the “Vendors”)) dated 8 September 2014 (“SPA Termination Agreement”) entered into by and among the JV Company and the Vendors; and the termination agreement to terminate the New Shareholders Agreement dated 8 September 2014 (“SHA Termination Agreement”) entered into by and among the New JV Parties and the JV Company; pursuant to the SPA Termination Agreement, the JV Company and the Vendors agreed to terminate the SPA with immediate effect and Ms. Oei has also repaid the deposit of HK\$250,000 received under the SPA to the JV Company; pursuant to the SHA Termination Agreement, the JV Parties and the JV Company agreed to terminate the New Shareholders Agreement with immediate effect and to distribute the assets of the JV Company to the JV Parties; details of the said termination agreements are contained in the Company’s announcement dated 8 September 2014;
- (iv) a loan agreement dated 30 October 2014 and entered into between Finsoft Finance Limited (“Finsoft Finance”), a wholly-owned subsidiary of the Company (as lender) a corporation who was an Independent Third Party (as the borrower) and another corporation, an Independent Third Party, as guarantor, pursuant to which the lender agreed to grant to the borrower a loan in the principal amount of HK\$4,000,000, bearing interest at a rate of 8.5% per annum and maturing on 30 April 2015, details of which are contained in the Company’s announcement dated 30 October 2014;
- (v) the placing agreement dated 10 April 2015 and entered into between the Company as issuer and Convoy Asset Management Limited and GEO Securities Limited as placing agents, for the proposed placing by the placing agents, on a best endeavour basis, for the 10% per annum notes (i.e. the Loan Notes) to be issued by the Company in an aggregate principal amount of up to HK\$200,000,000 maturing on the day immediately preceding the second anniversary of the date of issue of the Loan Notes at the placing price equal to 100% of the principal amount of the Loan Notes; completion of the issue of the Loan Notes in an aggregate principal amount of HK\$100,300,000 (with net proceeds equaling approximately HK\$96.3 million) took place on 18 May 2015; details of the placing and the issue of the Loan Notes are contained in the Company’s announcements dated 10 April 2015 and 18 May 2015;

- (vi) the framework agreement dated 14 May 2015 and entered into by and among the Company and 深圳市鑽石毛坯交易中心有限公司 (in English translation as “Shenzhen City Rough Diamond Trading Centre Company Limited”), 深圳市中非鑽石股份有限公司 (in English translation as “Shenzhen Sino-African Diamond Company Limited”) and 深圳市水貝珠寶有限公司 (in English translation as “Shenzhen City Shuibei Jewel Company Limited”) (collectively “Prospective Business Partners”), pursuant to which the Company and the Prospective Business Partners would establish a cross-border strategic alliance in relation to the provision of financial services for the diamond transactions and through a subsidiary to be established in Qianhai, Shenzhen; the framework agreement lapsed since the establishing of the subsidiary was not approved by the relevant PRC authority; details of the said transaction are contained in the Company’s announcements dated 14 May 2015 and 23 July 2015;
- (vii) a loan agreement dated 14 August 2015 and entered into between Finsoft Finance (as lender) and an individual who was an Independent Third Party (as the borrower), pursuant to which the lender agreed to grant to the borrower loan in the principal amount of HK\$12,000,000, bearing interest at a rate of 9% per annum for a term of six months, details of which are contained in the Company’s announcement dated 14 August 2015;
- (viii) the memorandum of understanding dated 19 August 2015 (“MOU”) and the addendum to the MOU dated 20 October 2015 entered into between Finsoft FinTech Investment Limited, a wholly-owned subsidiary of the Company as the proposed purchaser, and Lai Ka Kui, Leong Hong Man, Ngan Yim Ming Mison, Chung Kin Wah (collectively as the proposed vendors) for the proposed subscription of 51% issued shares of Reinfo Asia Limited or its holding company at the proposed consideration of HK\$30,600,000 (subject to adjustment); the MOU lapsed on 17 December 2015, and details of the MOU are contained in the Company’s announcements dated 19 August 2015, 20 October 2015 and 18 December 2015 respectively;
- (ix) a loan agreement dated 26 August 2015 and entered into between Finsoft Finance (as lender) and an individual (as the borrower), being an Independent Third Party, pursuant to which the lender agreed to grant to the borrower loan in the principal amount of HK\$10,000,000, bearing interest at a rate of 10% per annum for a term of six months, details of which are contained in the Company’s announcement dated 26 August 2015;

- (x) a subscription agreement dated 11 December 2015 and entered into by and among Finsoft Investment (HK) Limited, an indirect wholly-owned subsidiary of the Company, and DSE Cayman Limited (“DSE”) for the subscription of 925 shares of DSE, representing 92.5% equity interest in DSE, at the consideration of HK\$17,112,500, and on the same day, DSE has in turn invested in Four Directions Investment Limited (“FDIL”) and its subsidiaries by entering into the subscription and share purchase agreement dated 11 December 2015, pursuant to which DSE would hold, in aggregate, 30% of the enlarged issued share capital of FDIL at the aggregate consideration of HK\$19,987,000 (subject to adjustment); completion of the said agreements have taken place on 11 December 2015 and 17 December 2015 respectively; details of the acquisitions are set out in the announcement of the Company dated 11 December 2015;
- (xi) the sale and purchase agreement dated 30 December 2015 and entered into by and among Wise Link, Colorful Focus and Jia Meng Holdings Limited, the ultimate holding company of Colorful Focus, for the sale and purchase of the entire issued share capital of Full Profit Property Services Company Limited by Wise Link from Colorful Focus at the consideration of HK\$6,000,000, completion of which took place immediately after the signing of the said agreement, and details of which are contained in the Company’s announcement dated 30 December 2015;
- (xii) a memorandum of understanding dated 12 January 2016 and entered into by and among Sky View, Rolaner, Mr. Ren Lingfeng and Mr. Chen Rong, in relation to the proposed subscription by Sky View of up to 22,000,000 preferred shares of Rolaner, representing up to 22% of the voting shares of Rolaner on an as-converted and fully-diluted basis at the proposed consideration of US\$10,000,000, and pursuant to which Sky View shall and had paid US\$2,000,000 to Rolaner as earnest money; details of the said memorandum of understanding are contained in the Company’s announcement dated 12 January 2016;
- (xiii) the placing agreement dated 14 January 2016 and entered into between the Company and the Underwriter (as placing agent), pursuant to which the Company had conditionally agreed to place through the placing agent, on a best effort basis, up to 800,000,000 new ordinary shares of par value of HK\$0.0005 each in the share capital of the Company (“Placing Shares”) at a price of HK\$0.05 per Placing Share, to not less than six places, completion of which took place on 27 January 2016, details of which are contained in the Company’s announcements dated 14 January 2016 and 27 January 2016;

- (xiv) the sale and purchase agreement dated 25 January 2016 entered into between One Rich Investments Limited (a wholly-owned subsidiary of the Company) and Red Phoenix Investment Limited, to dispose of 95% issued share capital of ChinaQFii Company Limited at the consideration of HK\$2,400,000, completion of which took place on 26 January 2016;
- (xv) the subscription agreement dated 20 February 2016 and entered into between Sky View, Winrange and Amber Rose for the subscription of Sky View Shares by Winrange and Amber Rose respectively, where Winrange and Amber Rose have agreed to subscribe for 390 Sky View Shares and 510 Sky View Shares at the subscription price of US\$4,948,900 and US\$5,151,000 respectively; completion of the said subscriptions took place immediately after the signing of the agreement; details of the said subscriptions are contained in the Company's announcement dated 21 February 2016;
- (xvi) an agreement on 20 February 2016 ("Rolaner Subscription Agreement") and entered into by and among Sky View, Rolaner, Ace Choice Ventures Limited, Legend Cosmo Consultants Limited, Mr. Ren Lingfeng, Mr. Chen Rong, 榮浪信息科技(上海)有限公司 (unofficial English name being Rong Lang Information Technology (Shanghai) Co., Limited) and 羅朗網絡科技(上海)有限公司 (unofficial English name being Luo Lang Internet Technology (Shanghai) Co., Limited), pursuant to which, among other things, Sky View shall subscribe for 22,000,000 preferred shares in the share capital of Rolaner, representing approximately 22.9% of the then enlarged share capital of Rolaner (after completion of the subscription of shares of Rolaner by Alibaba Investment Limited and assuming no shares of Rolaner have been issued pursuant to an employee share option program to be adopted by Rolaner after completion of the Rolaner Subscription Agreement) at the price of US\$10,000,000, completion of which took place on 18 March 2016; details of the said subscription are contained in the Company's announcement dated 21 February 2016;
- (xvii) the sale and purchase agreement dated 7 March 2016 entered into between Wise Link and Colorful Focus for the purchase of the entire issued shares of China Universal by Wise Link from Colorful Focus at the consideration of HK\$25,900,000, completion of which took place on 16 March 2016 and details of which are contained in the Company's announcement dated 7 March 2016; and
- (xviii) the Underwriting Agreement.

9. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinions or advice which are contained in this prospectus:

| Name | Qualification |
|--|------------------------------|
| HLB Hodgson Impey Cheng Limited (“HLB”) | Certified Public Accountants |

HLB has given, and has not withdrawn, its written consent to the issue of this prospectus with the inclusion of its report and reference to its name, as the case may be, in the form and context in which it appears.

As at the Latest Practicable Date, HLB did not have any direct or indirect shareholding interest in any member of the Group and did not have any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities of any member of the Group.

As at the Latest Practicable Date, HLB did not have any direct or indirect interest in any assets which have been acquired, disposed of or leased to or which are proposed to be acquired, disposed of by or leased to any member of the Group, respectively, since 31 December 2015, being the date to which the latest published audited consolidated financial statements of the Group were made up.

10. DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

Set out below are the information of the Directors who are also the senior management of the Group.

| Name | Business Address |
|--|---|
| <i>Executive Directors</i> | |
| Mr. Li Hoi Kong | 23/F, W Square, 318 Hennessy Road, Wanchai, Hong Kong |
| Mr. Lawrence Tang | 23/F, W Square, 318 Hennessy Road, Wanchai, Hong Kong |
| <i>Chairman and non-executive Director</i> | |
| Mr. Chan Sek Keung, Ringo | 23/F, W Square, 318 Hennessy Road, Wanchai, Hong Kong |
| <i>Independent non-executive Directors</i> | |
| Ms. Lee Kwun Ling, May Jean | 23/F, W Square, 318 Hennessy Road, Wanchai, Hong Kong |
| Mr. Yuen Shiu Wai | 23/F, W Square, 318 Hennessy Road, Wanchai, Hong Kong |
| Mr. Lam Kai Yeung | 23/F, W Square, 318 Hennessy Road, Wanchai, Hong Kong |

Executive Director

Mr. Li Hoi Kong (李海港) (“Mr. Li”), aged 42, 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 Online Systems Limited (“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.

Mr. Lawrence Tang (“Mr. Tang”), aged 40, was appointed as an executive Director on 29 January 2014. Mr. Tang graduated from the University of Staffordshire in the United Kingdom with a Bachelor of Arts Degree in Law and Accounting. Mr. Tang has broad experience in business development in international markets in Europe, North America, Hong Kong and the PRC and possesses extensive experience and knowledge in the PRC market in (i) industrial management; (ii) project management and (iii) management and operation. He is experienced in strategic management and is responsible for the Group’s corporate growth and new business development. From December 2009 to October 2013, Mr. Tang was an executive director of Jun Yang Solar Power Investments Limited (stock code: 397), a company listed on the Main Board of the Stock Exchange.

Mr. Tang is currently a director of Dealmatch.com Limited, Finsoft Finance Limited, Windluck International Limited, Winrange Investments Limited, One Rich Investments Limited, Finsoft Corporate Finance Limited, Wings Spread International Limited, Finsoft E-Commerce Limited, Sky Luck International Limited, Wise Link International Limited, Fortune Tao Financial Network Company Limited, Grand Great Limited, Finsoft Financial Investment Limited, Bonus Way Limited, Finsoft Investment Management Limited, Finsoft Investment Limited, Finsoft Investment (HK) Limited, Profit Sun International Investments Limited, Profit Sun International Investments (HK) Limited, Finsoft FinTech Holdings Limited, Finsoft FinTech Investment Limited and Central Pearl Investments Limited, all of which are wholly-owned subsidiaries of the Company. He is also a director of a company in

which the Group has 49% interest and a director of DSE Cayman Limited, which is a 92.5% owned subsidiary of the Company. Other than the directorships with the members of the Group as disclosed above, Mr. Tang does not hold other positions with the Company or other members of the Group.

Chairman and non-executive Director

Mr. Chan Sek Keung, Ringo (陳錫強) (“Mr. Chan”), aged 56, was appointed as a Director on 18 December 2012 and re-designated as a non-executive Director on 10 September 2013. Mr. Chan is the chairman of the Board. Mr. Chan obtained a degree of Bachelor of Science in Engineering from The University of Hong Kong in November 1981. He was a fellow member of The Hong Kong Institute of Directors and is currently a member of the Chinese People’s Political Consultative Conference for Chengdu, Sichuan Province, the PRC. Mr. Chan has over 30 years of experience in the IT and network industry. He has previously worked for various multinational corporations such as General Electric Company, Case Communications Limited and Infa Telecom Limited and served in senior executive positions in the Asia Pacific region. In November 1998, Mr. Chan founded MelcoLot Limited (“MelcoLot”) (stock code: 8198), a company listed on the GEM of the Stock Exchange. Mr. Chan was appointed as an executive director and chairman of MelcoLot from September 2001 to December 2009. He was re-designated as its non-executive director in December 2009 and resigned as its chairman with effect from February 2010. In March 2010, he was re-appointed as the chairman of MelcoLot. Since then, he remained as a non-executive director and the chairman of MelcoLot until July 2013 when he resigned from both positions. In December 2015, he was appointed as a non-executive director of HL Technology Group Limited (stock code: 1087), a company listed on the Main Board of the Stock Exchange. In February 2016, he was appointed as the Chairman of the board of HL Technology Group Limited (stock code: 1087). Mr. Chan is also the sole director of each of Luster Wealth Limited and Woodstock Management Limited, the substantial shareholders of the Company.

Independent non-executive Directors

Ms. Lee Kwun Ling, May Jean (李筠翎) (“Ms. Lee”), aged 55, was appointed as an independent non-executive Director on 10 September 2013. Ms. Lee obtained a degree of Master of Business Administration (Executive) at the City University of Hong Kong in October 2014.

From December 2006 to October 2012, Ms. Lee worked for King Fook Holdings Limited and her last position was director of sales and brand development, Greater China. From October 2012 to January 2015, Ms. Lee worked for Boucheron Hong Kong Limited as a retail director. Ms. Lee was a director of Yan Oi Tong, a registered non-profit charitable organisation, from 2010 to 2014.

Mr. Yuen Shiu Wai (袁紹槐) (“Mr. Yuen”), aged 57, was appointed as an independent non-executive Director on 10 September 2013. Mr. Yuen obtained a degree of Bachelor 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. 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.

Mr. Lam Kai Yeung (林繼陽) (“Mr. Lam”), aged 46, was appointed as an independent non-executive Director on 24 June 2015. Mr. Lam is a fellow of the Association of Chartered Certified Accountants and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Lam obtained a bachelor degree of accounting from Xiamen University in the PRC in July 1990 and a master degree in business administration from Oxford Brookes University in the United Kingdom in July 2010. From July 2006 to August 2013, Mr. Lam was the company secretary and qualified accountant of Hunan Nonferrous Metals Corporation Limited (stock code: 2626), a company which was listed on the Main Board of the Stock Exchange and had delisted from the Stock Exchange in March 2015. From August 2008 to June 2015, Mr. Lam was an independent non-executive director of Northeast Tiger Pharmaceutical Company Limited (stock code: 8197), a company listed on the GEM of the Stock Exchange. From December 2014 to May 2015, Mr. Lam was a non-executive director of Ping Shan Tea Group Limited (stock code: 364), a company listed on the Main Board of the Stock Exchange.

Currently, Mr. Lam is an independent non-executive director of Silverman Holdings Limited (stock code: 1616), a company listed on the Main Board of the Stock Exchange, since June 2012, an independent non-executive director of Highlight China IoT International Limited (formerly known as Ford Glory Group Holdings Limited) (stock code: 1682), a company listed on the Main Board of the Stock Exchange, since August 2014, an independent non-executive director of Sunway International Holdings Limited (stock code: 58), a company listed on the Main Board of the Stock Exchange, since May 2015, an independent non-executive director of Holly Futures Co., Ltd. (stock Code: 3678), a company listed on the Main Board of the Stock Exchange) since June 2015, and an independent non-executive director of Kong Shum Union Property Management (Holding) Limited (stock code: 8181), a company listed on the GEM of the Stock Exchange, since October 2015. Mr. Lam is a licensed person for type 4 (advising on securities) and type 9 (asset management) regulated activities under SFO.

11. CORPORATE INFORMATION OF THE COMPANY AND PARTIES INVOLVED IN THE RIGHTS ISSUE

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|---|--|
| Registered office | Clifton House 75 Fort Street PO Box 1350 Grand Cayman KY1-1108 Cayman Islands |
| Headquarters, head office and principal place of business in Hong Kong | 23/F, W Square 318 Hennessy Road Wanchai Hong Kong |
| Auditors | HLB Hodgson Impey Cheng Limited <i>Certified Public Accountants</i> 31/F, Gloucester Tower The Landmark 11 Pedder Street Central Hong Kong |
| Principal share registrar and transfer office | Appleby Trust (Cayman) Ltd. Clifton House 75 Fort Street PO Box 1350 Grand Cayman KY1-1108 Cayman Islands |
| Hong Kong branch share registrar and transfer office | Union Registrars Limited Suites 3301-04, 33/F., Two Chinachem Exchange Square 338 King's Road North Point Hong Kong |

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|---|--|
| Authorised representatives | Mr. Li Hoi Kong 23/F, W Square 318 Hennessy Road Wanchai Hong Kong |
| | Mr. Lawrence Tang Unit No. 2616 26/F., The Metropolis Tower No. 10 Metropolis Drive Hungghom, Kowloon Hong Kong |
| Company secretary | Ms. Wong Kei Lam, <i>HKICPA</i> |
| Compliance officer | Mr. Li Hoi Kong |
| Underwriter | Convoy Securities Limited Room 1406-1412, 14/F. Nan Fung Tower 88 Connaught Road Central Central Hong Kong |
| Legal adviser to the Company in relation to the Rights Issue | <i>As to Hong Kong law</i> Leung & Lau, Solicitors Units 7208-10, 72nd Floor The Center 99 Queen's Road C. Central Hong Kong |

Principal bankers

Bank of China (Hong Kong) Limited
Bank of China Tower
1 Garden Road
Central
Hong Kong

Dah Sing Bank Limited
36/F., Dah Sing Financial Centre
108 Gloucester Road
Hong Kong

DBS Bank (Hong Kong) Limited
11/F., The Center
99 Queen's Road
Central
Hong Kong

12. AUDIT COMMITTEE

The Company established the audit committee (“Audit Committee”) on 10 September 2013 with written terms of reference posted on the websites of the GEM of the Stock Exchange and of the Company. Such written terms of reference were revised and adopted by the Board on 29 December 2015 in accordance with the revised Corporate Governance Code of the GEM Listing Rules taking effect on 1 January 2016. The primary duties of the Audit Committee are, among other matters, to review the Company’s financial information and monitor the Company’s financial reporting system, risk management and internal control systems.

At the Latest Practicable Date, the Audit Committee comprised three independent non-executive Directors, namely Mr. Lam Kai Yeung (chairman), Ms. Lee Kwun Ling, May Jean and Mr. Yuen Shiu Wai. Each committee meeting was chaired by an independent non-executive Director.

13. EXPENSES

The expenses in connection with the Rights Issue, including the underwriting commission, printing, registration, legal and accounting fees, are estimated to be approximately HK\$3.38 million and will be payable by the Company.

14. BINDING EFFECT

The Prospectus Documents and all acceptance of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made pursuant hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong) so far as applicable.

15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

A copy of each of the Prospectus Documents, having attached thereto the written consent referred to in the paragraph headed “Expert and consent” in this appendix, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong).

16. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours from 9:00 a.m. to 5:00 p.m. on any Business Day at the principal place of business of the Company in Hong Kong at 23/F, W Square, 318 Hennessy Road, Wanchai, Hong Kong from the date of this prospectus up to and including Monday, 16 May 2016:

- (a) the memorandum and articles of association of the Company;
- (b) the annual reports of the Company for the years ended 31 December 2014 and 2015;
- (c) the report on the Unaudited Pro Forma Financial Information of the Group as set out in Appendix II of this prospectus;
- (d) the material contracts referred to in the paragraph headed “Material contracts” of this appendix;
- (e) the written consent from HLB Hodgson Impey Cheng Limited referred to in the paragraph headed “Expert and consent” of this appendix;
- (f) the service contracts referred to in the paragraph headed “Directors’ service contracts” of this appendix; and
- (g) this prospectus.