
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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FINSOFT 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)****PROPOSED GRANT OF
REPURCHASE MANDATE AND ISSUE MANDATE;
PROPOSED RE-ELECTION OF DIRECTOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“**AGM**”) of the Company to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Wednesday, 22 June 2016 at 11:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting should you so desire.

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

19 May 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Wednesday, 22 June 2016 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Directors”	the directors of the Company
“Extension Mandate”	the general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to authorise the Directors to allot and issue or otherwise deal with new Shares of up to 20% of the aggregate number of shares of the Company in issue as at the date of passing of an ordinary resolution approving the same
“Latest Practicable Date”	16 May 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	the general and unconditional mandate proposed to authorise the Directors to repurchase the fully paid-up Shares up to 10% of the aggregate number of shares of the Company in issue as at the date of passing of an ordinary resolution approving the same
“Rights Issue”	the issue by way of rights on the basis of one rights Share for every two Shares in issue held on 28 April 2016 at the issue price of HK\$0.324 per Share, details of which are set out in the prospectus of the Company dated 29 April 2016
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share Consolidation”	the consolidation of every ten (10) ordinary shares of HK\$0.0005 each in the share capital of the Company (“ Old Shares ”) into one (1) ordinary share of HK\$0.005 each in the share capital of the Company (“ Share ”) which took effect on Tuesday, 19 April 2016, details of which are set out in the announcements of the Company dated 3 March 2016 and 18 March 2016 and the circular of the Company dated 24 March 2016

DEFINITIONS

“Shareholders”	the holder(s) of the Old Share(s) or the Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD

FINSOFT 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

Chairman and non-executive Director:

Mr. Chan Sek Keung, Ringo

Independent non-executive Directors:

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

Registered Office:

Clifton House
75 Fort Street, P.O. 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

19 May 2016

To the Shareholders

Dear Sir or Madam

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

INTRODUCTION

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

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

- (i) the Repurchase Mandate;

* for identification purpose only

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

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

REPURCHASE MANDATE

On 5 May 2015, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase the ordinary shares of the Company. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to approve the Repurchase Mandate. As at the Latest Practicable Date, the Company had an issued share capital of HK\$2,400,000 divided into 480,000,000 Shares of HK\$0.005 each. Subject to the passing of an ordinary resolution approving the Repurchase Mandate and on the basis that the total number of Shares in issue remains the same from the Latest Practicable Date up to the date of passing such resolution, exercise of the Repurchase Mandate in full would result in up to a maximum of 48,000,000 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$240,000, being repurchased by the Company. Assuming that the Rights Issue is completed before the date of the AGM, the number of issued Shares will become 720,000,000 and hence, the exercise of the Repurchase Mandate in full would result in up to a maximum of 72,000,000 Shares, representing 10% of the total number of Shares then in issue. An explanatory statement as required under the GEM Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

ISSUE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed to approve the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares. As at the Latest Practicable Date, the Company had an issued share capital of HK\$2,400,000 divided into 480,000,000 Shares of HK\$0.005 each. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that the total number of Shares in issue remains the same from the Latest Practicable Date up to the date of passing such resolution, the exercise of the Issue Mandate in full would result in up to a maximum of 96,000,000 Shares, representing 20% of the total number of Shares in issue and a share capital of HK\$480,000. Assuming that the Rights Issue is completed before the date of the AGM, the number of issued Shares will become 720,000,000 and hence, the exercise of the Issue Mandate in full would result in up to a maximum of 144,000,000 Shares, representing 20% of the total number of Shares in issue and a share capital of HK\$720,000. Such Shares may be issued by the Company during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general

LETTER FROM THE BOARD

meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. In addition, an ordinary resolution in relation to the Extension Mandate will be proposed to extend the Issue Mandate by adding to it such number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF DIRECTOR

As at the Latest Practicable Date, the Board consisted of six Directors, including two executive Directors, namely, Mr. Li Hoi Kong and Mr. Lawrence Tang (“**Mr. Tang**”), one non-executive Director, namely, Mr. Chan Sek Keung, Ringo (Chairman of the Board) and three independent non-executive Directors, namely, Ms. Lee Kwun Ling, May Jean (“**Ms. Lee**”), Mr. Yuen Shiu Wai and Mr. Lam Kai Yeung.

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

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

Biographical details of Ms. Lee are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Wednesday, 22 June 2016 at 11:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular.

In order to determine the entitlement of the Shareholders to attend the AGM, the register of members of the Company will be closed from Monday, 20 June 2016 to Wednesday, 22 June 2016 (both days inclusive), during which period no transfer of shares of the Company can be registered. To qualify for the attendance at the AGM, Shareholders must ensure that all transfer documents accompanied by the relevant share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 17 June 2016.

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

ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting should you so desire.

COMPETITION AND CONFLICT OF INTEREST

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

LETTER FROM THE BOARD

RECOMMENDATION

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

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

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

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 480,000,000 Shares in issue or an issued share capital of HK\$2,400,000. As at the Latest Practicable Date, there were no outstanding share options granted under the share option scheme of the Company entitling the holders thereof to subscribe for any Shares.

Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no Shares will be allotted, issued or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to 48,000,000 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$240,000 being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Assuming that the Rights Issue is completed before the date of the AGM, the number of issued Shares will become 720,000,000 and hence, the exercise of the Repurchase Mandate in full would result in up to a maximum of 72,000,000 Shares, representing 10% of the total number of Shares then in issue.

2. SOURCE OF FUNDS

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

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

3. REASONS FOR SHARE REPURCHASE

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

4. SHARE PRICES

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

Year	Month	Share Price	
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015	May*	34.065	20.978
	June*	22.976	8.291
	July*	9.990	2.647
	August*	4.595	0.919
	September*	1.968	0.699
	October*	1.339	0.689
	November*	1.199	0.759
	December*	0.839	0.569
2016	January*	0.689	0.499
	February*	0.789	0.499
	March*	0.549	0.320
	April*	0.355	0.300
	May (up to the Latest Practicable Date)	0.365	0.310

* The share prices from the period of 1 May 2015 up to and including 19 April 2016 have been adjusted taking into account of the Share Consolidation.

5. UNDERTAKING

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

6. TAKEOVERS CODE AND PUBLIC FLOAT

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

To the best of the Directors' knowledge and belief having made all reasonable enquiries, they are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. However, the Company undertakes not to repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

7. DISCLOSURE OF INTERESTS OF DIRECTORS AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates (as defined under the GEM Listing Rules), had any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company had notified the Company that he/she/it had a present intention to sell any Shares or that he/she/it has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE IMPACT

The exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2015).

The Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2015) which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

9. SHARE REPURCHASE MADE BY THE COMPANY

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

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

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.

The biographical details of Ms. Lee are set out below:

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.

Ms. Lee has entered into a service contract with the Company for a fixed term of 2 years which has been renewed on 26 September 2015 but is subject to retirement by re-election and rotation in accordance with the Articles and the GEM Listing Rules. The current emolument payable to Ms. Lee is HK\$60,000 per year, which was determined by the Board with reference to her background, qualification, experience, duties and responsibilities within the Group and the prevailing market condition.

As at the Latest Practicable Date, Ms. Lee: (i) has not held any other major appointments and qualifications or directorships in other listed company in the last three years; (ii) did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; (iii) did not hold other positions with the Company or other members of the Group; and (iv) was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Ms. Lee that need to be brought to the attention of the Stock Exchange or the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Finsoft Financial Investment Holdings Limited (“**Company**”) will be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Wednesday, 22 June 2016 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors (“**Directors**”) and the auditors of the Company for the year ended 31 December 2015.
2. To re-elect Ms. Lee Kwun Ling, May Jean as an independent non-executive Director.
3. To authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of the Company which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or

NOTICE OF ANNUAL GENERAL MEETING

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

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

“**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants, or similar right to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures and any other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures and any other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) an issue of shares under any share option scheme or similar arrangement adopted by the Company from time to time for the grant or issue to any eligible persons thereunder of shares or rights to acquire shares in the capital of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) an issue of shares as scrip dividends or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company in force from time to time; or
- (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company,

shall not exceed the aggregate of:

- (aa) 20% of the aggregate number of issued shares of the Company on the date of passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of the shares of the Company which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued shares of the Company on the date of the passing of this resolution);

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

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting;

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

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

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

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

Hong Kong, 19 May 2016

Registered office:
Clifton House
75 Fort Street, P.O. 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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his/her/its stead. A proxy needs not be a member of the Company.
2. A form of proxy of the Meeting is enclosed. The form of proxy shall be signed by the shareholder of the Company or his/her attorney duly authorised in writing or, in the case of a corporation, the form of proxy must be made under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such persons may vote at the above Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. An explanatory statement as required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange ("**GEM Listing Rules**") in connection with the Repurchase Mandate under resolution no. 5 above is set out in Appendix I to the circular.
7. The register of members of the Company will be closed from Monday, 20 June 2016 to Wednesday, 22 June 2016 (both days inclusive), during which no transfer of shares can be registered. To qualify for the attendance at the forthcoming annual general meeting to be held on Wednesday, 22 June 2016, shareholders must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 17 June 2016.
8. As at the date of this notice, the Board consists of two executive Directors, namely Mr. Li Hoi Kong and Mr. Lawrence Tang, one non-executive Director, namely Mr. Chan Sek Keung, Ringo (Chairman) and three independent non-executive Directors, namely Ms. Lee Kwun Ling, May Jean, Mr. Yuen Shiu Wai and Mr. Lam Kai Yeung.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at www.finsofthk.com and of the GEM of the Stock Exchange at www.hkgem.com to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.