

FINSOFT CORPORATION

匯財軟件公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08018)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (THE "MEETING") TO BE HELD ON WEDNESDAY, 30 APRIL 2014 (AND ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares in the capital of Finsoft Corporation
(the "Company") hereby appoint ^(note 3) _____
of _____
or failing him/her the chairperson of the Meeting as my/our proxy to attend on my/our behalf at the Meeting to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Wednesday, 30 April 2014 at 10:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (the "Notice") and at the Meeting (and any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit:

	Ordinary Resolutions ^(note 9)	For ^(note 4)	Against ^(note 4)
1.	To receive and adopt the audited consolidated financial statements together with the reports of the directors ("Directors") and the auditors of the Company for the year ended 31 December 2013.		
2.	(a) To re-elect Mr. Lawrence Tang as an executive Director.		
	(b) To re-elect Mr. Chan Sek Keung, Ringo as a non-executive Director.		
	(c) To re-elect Ms. Lee Kwun Ling, May Jean as an independent non-executive Director.		
	(d) To authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.		
4.	To grant the Repurchase Mandate to the Directors to repurchase shares of the Company in the manner as set out in resolution no. 4 of the Notice.		
5.	To grant the Issue Mandate to the Directors to issue, allot and otherwise deal with additional shares of the Company in the manner as set out in resolution no. 5 of the Notice.		
6.	To extend the general mandate to the Directors to issue and allot the shares repurchased by the Company in the manner as set out in resolution no. 6 of the Notice.		

Dated this _____ day of _____ 2014

Signature(s) ^(note 5) _____

Notes:

1. Full name(s) and address to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A proxy need not be a member of the Company. A member is entitled to appoint a proxy/proxies to attend and vote in his/her stead. If such an appointment is made, you may delete the words "or failing him/her the chairperson of the Meeting" and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **PLEASE INDICATE WITH a "✓"** in the appropriate space beside each item how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorised. The signature must match the records maintained by the Company's branch share registrar and transfer office in Hong Kong.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. To be valid, this form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting and any adjournment (as the case may be) thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish, but the authority of your proxy will be invalidated forthwith.
9. The description of some of the resolutions is by way of summary only. The full text appears in the notice of the annual general meeting of the Company dated 28 March 2014.