

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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING (“MEETING”) TO BE HELD ON MONDAY, 12 DECEMBER 2016 (AND ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares
in the capital of Finsoft Financial Investment Holdings Limited (“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, Central, Hong Kong on Monday, 12 December 2016 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 (“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 approve, confirm and ratify the SP Agreement (as defined and described in the circular of the Company dated 24 November 2016 (“Circular”)) and the transactions contemplated thereunder; to authorise the directors of the Company to allot and issue the Consideration Shares (as defined in the Circular); and to authorise any one director of the Company to do all such acts and things as he/she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to the SP Agreement and all transactions contemplated thereunder.		
2.	To re-elect Ms. Lin Ting as an executive Director.		
3.	To re-elect Ms. Lam Ching Yee as an executive Director.		
4.	To re-elect Mr. Ng Wing Cheong Stephen as a non-executive Director.		

Dated this _____ day of 2016 _____ Signature(s) ^(note 5): _____

Notes:

- Full name(s) and address to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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).
- A proxy needs not be a member of the Company. A member is entitled to appoint a proxy/proxies to attend and vote in his/her/its 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- 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/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the Meeting other than those referred to in the Notice.
- 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.
- 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.
- 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 Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting and any adjournment (as the case may be) thereof.
- Completion and delivery of this 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 deemed to be revoked forthwith.
- The descriptions of certain resolutions are by way of summary only. Please refer to the Notice for the full text.

* for identification purpose only