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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Finsoft Financial Investment Holdings Limited (“**Company**”) will be held at 10:00 a.m. on Monday, 12 December 2016 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the sale and purchase agreement dated 27 September 2016 and entered into between the Company as purchaser and Perfect Growth Limited as vendor in relation to the Acquisition (as defined in the circular of the Company dated 24 November 2016 (“**Circular**”), a copy of which is marked “**A**” and signed by the chairperson of the meeting for identification purpose and has been tabled at the meeting) (“**SP Agreement**”) (a copy of the SP Agreement is marked “**B**” and signed by the chairman of the meeting for identification purpose and has been tabled at the meeting) at the consideration of HK\$35,498,817 which will be satisfied in full by the allotment and issue of the Consideration Shares (as defined in the Circular) by the Company upon completion of the Acquisition and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) subject to and conditional upon The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, the Consideration Shares, the directors of the Company (“**Directors**”) be and are hereby authorised to allot and issue the Consideration Shares at approximately HK\$0.190 per Consideration Share in accordance with the terms and conditions of the SP Agreement, and that the Consideration Shares shall, when allotted and issued, be credited as fully paid and rank *pari passu* in all respects with all other shares of the Company in issue on the date of such allotment and issue; and

* for identification purpose only

(c) any one Director be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the SP Agreement and all transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided for in the SP Agreement) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

2. “**THAT** Ms. Lin Ting be re-elected as an executive Director.”
3. “**THAT** Ms. Lam Ching Yee be re-elected as an executive Director.”
4. “**THAT** Mr. Ng Wing Cheong Stephen be re-elected as a non-executive Director.”

On behalf of the Board of Directors
Finsoft Financial Investment Holdings Limited
Mr. Ng Wing Cheong Stephen
Chairman

Hong Kong, 24 November 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:*

Unit No. 2616, 26/F.
The Metropolis Tower
No. 10 Metropolis Drive
Hung Hom, Kowloon
Hong Kong

As at the date of this notice, the Directors are as follows:

Executive Directors:

Ms. Lin Ting
Ms. Lam Ching Yee

Chairman and non-executive Director:

Mr. Ng Wing Cheong Stephen

Independent non-executive Directors:

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

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 24 November 2016. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, 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 EGM or any adjournment thereof. The completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof if he so wish. In that event, his form of proxy will be deemed to have been revoked.
5. In the case of joint holders of shares, any one of such joint holders may vote at the EGM, either in person 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 are present at the EGM 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 shares shall alone be entitled to vote in respect thereof.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the website of the GEM of the Stock Exchange at www.hkgem.com for a minimum period of seven days from the date of its publication and on the Company's website at www.finsofthk.com.