
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 licensed securities dealer, 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 and the accompanying form of proxy to the purchaser, the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 REFRESHMENT OF 10% GENERAL LIMIT UNDER THE SHARE OPTION SCHEME; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at 5/F., Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Friday, 23 December 2016 at 10:00 a.m. is set out on pages EGM-1 to EGM-3 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 EGM, 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 EGM 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 EGM 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.

* for identification purpose only

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.

CONTENTS

	<i>Page</i>
Characteristics of GEM	i
Definitions	1
Letter from the Board	3
Notice of EGM	EGM-1

DEFINITIONS

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

“10% General Limit”	the limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme, being 10% of the Company’s issued share capital as at the date of adoption of the Share Option Scheme which has been “refreshed” and may be “refreshed” pursuant to the rules of the Share Option Scheme
“Board”	the board of Directors
“Company”	Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM (Stock Code: 8018)
“Consideration Shares”	the 186,492,340 new Shares which may be allotted and issued by the Company to settle the consideration of HK\$35,498,817 payable by the Company under the sale and purchase agreement entered into between the Company (as purchaser) and Perfect Growth Limited (as vendor) in relation to the proposed acquisition of 16,538,000 ordinary shares of China Parenting Network Holdings Limited (Stock Code: 8361), completion of which has not taken place as at the Latest Practicable Date
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held at 5/F., Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong at 10:00 a.m. on Friday, 23 December 2016 for the Shareholders to consider and, if thought fit, approve the refreshment of the 10% General Limit under the Share Option Scheme, the notice of which is set out on pages EGM-1 to EGM-3 of this circular

DEFINITIONS

“Eligible Participant(s)”	eligible participant(s) of the Share Option Scheme, being any employee (full-time or part-time), director, consultant or adviser of the Group, or any substantial shareholder of the Group, or any distributor, contractor, supplier, agent, customer, business partner or services provider of the Group
“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
“Latest Practicable Date”	5 December 2016, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Company pursuant to an ordinary resolution of all the then shareholders of the Company passed on 10 September 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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:

Ms. Lin Ting
Ms. Lam Ching Yee

Non-executive Director:

Mr. Ng Wing Cheong Stephen (*Chairman*)

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:*

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

7 December 2016

To the Shareholders

Dear Sir or Madam

PROPOSED REFRESHMENT OF 10% GENERAL LIMIT UNDER THE SHARE OPTION SCHEME

INTRODUCTION

The Board proposes to seek the Shareholders' approval for the refreshment of the 10% General Limit under the Share Option Scheme. The purpose of this circular is to provide you with information in respect thereof and the notice of the EGM.

* for identification purpose only

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF 10% GENERAL LIMIT UNDER THE SHARE OPTION SCHEME

Under the rules of the Share Option Scheme:

- (1) the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group is subject to the 10% General Limit; and
- (2) the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the Shares in issue from time to time.

The Company may seek approval from the Shareholders in general meeting for refreshing the 10% General Limit so that the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group shall be re-set at 10% of the Shares in issue as at the date of approval of the limit as “refreshed”. In this connection, options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the 10% General Limit as “refreshed”.

The Share Option Scheme was adopted on 10 September 2013 (“**Adoption Date**”). The 10% General Limit has not been previously refreshed since the Adoption Date. The existing 10% General Limit is 40,000,000 Shares. Since the Adoption Date and up to the Latest Practicable Date, options to subscribe for 40,000,000 Shares have been granted. The Company has complied with Rule 23.03(4) of the GEM Listing Rules for the share options granted.

LETTER FROM THE BOARD

Details of options since 10 September 2013 (the Adoption Date)

The following table sets out the details of the Company's share options since 10 September 2013:

	As at the Latest Practicable Date	
	Total number of underlying Shares	Approximate % of issued Shares
Granted	40,000,000 <i>(Note)</i>	4.63%
Exercised	–	–
Lapsed/cancelled	–	–
Outstanding	40,000,000	4.63%

Note: As set out in the announcement of the Company dated 21 November 2016, these options include options granted to two Eligible Participants and three Directors, namely Ms. Lin Ting (an executive Director) (“**Ms. Lin**”), Ms. Lam Ching Yee (an executive Director) (“**Ms. Lam**”) and Mr. Ng Wing Cheong Stephen (the non-executive Director and the chairman of the Board) (“**Mr. Ng**”).

Outstanding options under the Share Option Scheme as at the Latest Practicable Date

As at the Latest Practicable Date, options entitling the holders thereof to subscribe for 40,000,000 Shares, representing approximately 4.63% of the issued shares of the Company, remained outstanding (“**Outstanding Share Options**”), details of which are set out below:

Grantee	Date of grant	Vesting date	Exercise period	Exercise price	Number of Shares that the grantee may subscribe for
Ms. Lin	21 November 2016	21 November 2016	21 November 2016 to 20 November 2017	HK\$0.2196 per Share	8,000,000
Ms. Lam	21 November 2016	21 November 2016	21 November 2016 to 20 November 2017	HK\$0.2196 per Share	8,000,000
Mr. Ng	21 November 2016	21 November 2016	21 November 2016 to 20 November 2017	HK\$0.2196 per Share	8,000,000
Other Eligible Participants	21 November 2016	21 November 2016	21 November 2016 to 20 November 2017	HK\$0.2196 per Share	16,000,000
Total:					40,000,000

As at the Latest Practicable Date, save for the Outstanding Share Options, the Company had no other outstanding convertible securities, options or warrants in issue which may confer any right to subscribe for, convert for or exchange for Shares.

LETTER FROM THE BOARD

Reasons for and benefits of the proposed refreshment of 10% General Limit under the Share Option Scheme

The purpose of the Share Option Scheme is to grant options to Eligible Participants, who, in the sole discretion of the Board, have made or may make contribution to the Group, so as to attract and retain the best available personnel, to provide additional incentive to employees (fulltime and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners and services providers of the Group and to promote the success of the business of the Group.

The 10% General Limit has not been refreshed since the Adoption Date. As set out in the paragraph headed “Details of options since 10 September 2013 (the Adoption Date)” in this letter from the Board, options entitling the holders thereof to subscribe for 40,000,000 Shares have already been granted. No option for Shares can be further granted by the Directors under the existing 10% General Limit.

As a result, unless the 10% General Limit is refreshed in accordance with the rules of the Share Option Scheme, the Share Option Scheme cannot continue to serve such intended purpose for the benefits of the Group and the Shareholders. As such, the Directors consider that it is in the interests of the Company and the Shareholders as a whole to grant the refreshment of the 10% General Limit, and the Directors will propose the passing of the ordinary resolution at the EGM for “refreshing” the 10% General Limit.

Effect of the proposed refreshment of the 10% General Limit on the Company’s shareholding structure

As at the Latest Practicable Date, the total number of Shares in issue was 864,000,000.

Upon the grant of the proposed refreshment of the 10% General Limit and assuming the total number of Shares in issue remains unchanged as at the date of the EGM, the Company may grant options to Eligible Participants to subscribe for a maximum of 86,400,000 Shares, being 10% of the Shares in issue as at the date of approval of the proposed refreshment of the 10% General Limit. Assuming the Consideration Shares have been allotted and issued (but no further Shares are issued or repurchased by the Company) as at the date of the EGM, the Company may grant options to Eligible Participants to subscribe for a maximum of 105,049,234 Shares under the 10% General Limit if so refreshed.

LETTER FROM THE BOARD

Conditions for the proposed refreshment of the 10% General Limit

The refreshment of the 10% General Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM to approve the proposed refreshment of the 10% General Limit under the Share Option Scheme; and
- (b) the obtaining of the approval by the Stock Exchange for the listing of, and permission to deal in such number of Shares, representing 10% of the issued Shares as at the date of the EGM, which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the Share Option Scheme within the 10% General Limit so refreshed having been granted.

Application for listing

Application will be made to the Stock Exchange for obtaining the approval by the Stock Exchange for the listing of, and permission to deal in such number of Shares which may fall to be allotted and issued pursuant to the exercise of the options granted within the 10% General Limit so refreshed.

EGM

The EGM will be held at 5/F., Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Friday, 23 December 2016 at 10:00 a.m. for the purpose of considering, and if thought fit, approving the refreshment of the 10% General Limit. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

To the best knowledge, information and belief of the Directors, no Shareholder will be required to abstain from voting on the ordinary resolution approving the refreshment of the 10% General Limit to be proposed at the EGM.

Whether or not you intend to attend and vote in person at the EGM, 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 EGM 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 EGM or any adjourned meeting should you so desire.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed refreshment of the 10% General Limit is in the interests of the Company and the Shareholders as a whole. Therefore, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of the relevant resolution at the EGM.

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 Group. 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.

Yours faithfully

On behalf of the Board

Finsoft Financial Investment Holdings Limited

Mr. Ng Wing Cheong Stephen

Chairman

NOTICE OF EGM

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 5/F., Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Friday, 23 December 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the then shareholders of the Company on 10 September 2013 (“**Share Option Scheme**”), representing 10 per cent. of the number of issued shares of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10 per cent. mandate under the Share Option Scheme (“**10% General Limit**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10 per cent. of the number of the issued shares of the Company as at the date on which this resolution is passed (“**Refreshed 10% General Limit**”) (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the 10% General Limit); and

* for identification purpose only

NOTICE OF EGM

- (b) the board of directors of the Company or a duly authorised committee thereof be and is hereby authorised: (i) at its absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed 10% General Limit in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed 10% General Limit, and

if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the Refreshed 10% General Limit set out in paragraph (a) above shall be adjusted to the effect that the number of shares of the Company subject to such limit as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same.”

On behalf of the Board

Finsoft Financial Investment Holdings Limited

Mr. Ng Wing Cheong Stephen

Chairman

Hong Kong, 7 December 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
Hungghom
Kowloon
Hong Kong

NOTICE OF EGM

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 7 December 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 later 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.