
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 licensed securities dealer or registered institution 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 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)

(1) PROPOSED GRANT OF REPURCHASE MANDATE AND ISSUE MANDATE; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) of the Company to be held at Podium Level 6, vip Room III, L’Hotel Island South, 55 Wong Chuk Hang Road, Aberdeen, Hong Kong at 11:00 a.m. on Wednesday, 24 June 2020 is set out on pages AGM-1 to AGM-5 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 by 11:00 a.m. on Monday, 22 June 2020 or not later than 48 hours before any adjourned meeting. 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.

Please see the section headed “PRECAUTIONARY MEASURES FOR THE AGM” in this circular for measures being taken to try to prevent and control the spread of the Coronavirus Disease (COVID-19) at the AGM.

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.

25 May 2020

* For identification purposes only

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing Coronavirus Disease (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) all Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong government at www.chp.gov.hk/en/features/102742.html) at any time in the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue;
- (iii) all Shareholders, proxies and other attendees are required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats; and
- (iv) no refreshments will be served, and there will be no corporate gifts.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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 Podium Level 6, vip Room III, L’Hotel Island South, 55 Wong Chuk Hang Road, Aberdeen, Hong Kong at 11:00 a.m. on Wednesday, 24 June 2020 or any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-5 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 and the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extension Mandate”	the general and unconditional mandate proposed to be granted to the Directors to the effect that the number of 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”	GEM 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 in issue as at the date of passing of an ordinary resolution approving the same
“Latest Practicable Date”	19 May 2020, 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, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	the general and unconditional mandate proposed to authorise the Directors to repurchase the fully paid-up Shares of up to 10% of the aggregate number of Shares in issue as at the date of passing of an ordinary resolution approving the same
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“%”	per cent.

References to time and dates in this circular are to Hong Kong time and dates.

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. Tin Yat Yu Carol (*Chairman*)

Ms. Lam Ching Yee

Mr. Lam Ho Pong

Ms. Lin Ting

Mr. Chan Wai Lung

Registered office:

Clifton House

75 Fort Street, P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Independent non-executive Directors:

Mr. Lam Kai Yeung

Ms. Lee Kwun Ling, May Jean

Mr. Zhong Shi

Headquarters, Head Office and

Principal Place of Business

in Hong Kong:

Unit Nos. 1209–10

12/F., Prosperity Millennia Plaza

No. 663 King's Road

North Point

Hong Kong

25 May 2020

To the Shareholders

Dear Sir or Madam

(1) PROPOSED GRANT OF REPURCHASE MANDATE AND ISSUE MANDATE;

AND

(2) PROPOSED RE-ELECTION OF DIRECTORS

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.

* *For identification purposes only*

LETTER FROM THE BOARD

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 Directors.

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

REPURCHASE MANDATE

On 25 June 2019, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. 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 1,260,582,340 Shares of HK\$0.005 each in issue. 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 126,058,234 Shares, representing 10% of the total number of Shares in issue, being repurchased by the Company. 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 1,260,582,340 Shares of HK\$0.005 each in issue. 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 252,116,468 Shares, representing 20% of the total number of Shares in issue, being 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 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.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of five executive Directors, namely, Ms. Tin Yat Yu Carol (Chairman of the Board) (“**Ms. Tin**”), Mr. Chan Wai Lung, Ms. Lam Ching Yee, Mr. Lam Ho Pong (“**Mr. Lam HP**”) and Ms. Lin Ting, and three independent non-executive Directors, namely, Mr. Lam Kai Yeung (“**Mr. Lam KY**”), Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi.

Pursuant to Article 112 of the Articles, (i) any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting; and (ii) any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, each of Mr. Lam HP and Ms. Tin shall retire from office at the AGM, and being eligible, will offer himself/herself for re-election at the AGM.

Further, 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. As such, in addition to Mr. Lam HP and Ms. Tin, Mr. Lam KY shall retire from office at the AGM and he, being eligible, will not offer himself for re-election at the AGM due to his other commitments which require more of his time. As at the Latest Practicable Date, Mr. Lam KY confirmed that he had no disagreement with the Board and there was no matter relating to his retirement that needed to be brought to the attention of the Shareholders.

Pursuant to Rule 5.05(1) of the GEM Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors. Pursuant to Rule 5.05(2) of the GEM Listing Rules, at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise. Pursuant to Rule 5.05(A) of the GEM Listing Rules, a listed issuer must appoint independent non-executive directors representing at least one-third of the board. Pursuant to Rule 5.28 of the GEM Listing Rules, the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules. Following the retirement of Mr. Lam KY as an independent non-executive Director upon the conclusion of the AGM, the Company will have only two independent non-executive Directors and two members of each of the audit committee, the remuneration committee and the nomination committee of the Board. This falls below the minimum number of independent non-executive directors and members of audit committee requirement under Rules 5.05(1) and 5.28 of the GEM Listing Rules and the number of the independent non-executive Directors falls below one-third of the Board as required under Rule 5.05(A) of the GEM Listing Rules. The Board no longer has an independent non-executive Director with the appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules, or a member of audit committee as required under Rule 5.28 of the GEM Listing Rules who meets the same requirements under Rule 5.05(2) of the GEM Listing Rules. The Company is identifying a suitable candidate to fill the above position. Further announcement will be made by the Company when the relevant appointment is made.

LETTER FROM THE BOARD

The biographical details of each of Mr. Lam HP and Ms. Tin are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at Podium Level 6, vip Room III, L'Hotel Island South, 55 Wong Chuk Hang Road, Aberdeen, Hong Kong at 11:00 a.m. on Wednesday, 24 June 2020 is set out on pages AGM-1 to AGM-5 of this circular.

In order to determine the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 19 June 2020 to Wednesday, 24 June 2020 (both days inclusive), during which period no transfer of Shares can be registered. To qualify for the attendance and voting at the AGM, the 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 Thursday, 18 June 2020.

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 by 11:00 a.m. on Monday, 22 June 2020 or not later than 48 hours before any adjourned meeting. 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

Ms. Lam Ching Yee, an executive Director, also being an executive director and the chief executive officer of Hang Tai Yue Group Holdings Limited ("**Hang Tai Yue**", a substantial Shareholder), is a director of a subsidiary of Hang Tai Yue, i.e. Mark Profit Finance Limited (which is a company principally engaged in money lending business in Hong Kong) and other subsidiaries of Hang Tai Yue, which are principally engaged in assets investments business.

LETTER FROM THE BOARD

Ms. Tin, the chairman of the Board and an executive Director, is also a director of Delta Wealth Finance Limited and Delta Wealth Credit Limited, which are principally engaged in money lending business.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or their respective close associates (having the meaning ascribed to it 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. As at the Latest Practicable Date, the Company did not have any controlling Shareholder (having the meaning ascribed to it in the GEM Listing Rules).

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 Directors.

The Directors (including the independent non-executive 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 Directors 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

Ms. Tin Yat Yu Carol

Chairman

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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 1,260,582,340 Shares in issue.

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 126,058,234 Shares, representing 10% of the total number of Shares in issue, 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.

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 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 REPURCHASES

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.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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>
2019	April	0.0940	0.0630
	May	0.0780	0.0560
	June	0.1000	0.0450
	July	0.0610	0.0470
	August	0.0530	0.0400
	September	0.0540	0.0400
	October	0.0480	0.0380
	November	0.0620	0.0400
	December	0.0680	0.0430
2020	January	0.0680	0.0480
	February	0.0670	0.0500
	March	0.0700	0.0510
	April	0.0600	0.0500
	May (up to the Latest Practicable Date)	0.0770	0.0550

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.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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 having made all reasonable enquiries, their close associates (having the meaning ascribed to it in 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 (having the meaning ascribed to it 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 2019).

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 2019) 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.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

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

Mr. Lam Ho Pong

Mr. Lam HP, aged 34, was appointed as an executive Director on 5 December 2019.

Mr. Lam HP graduated from the City University of Hong Kong with a degree in Bachelor of Business Administration (Honours) in Accountancy in July 2009. He is a certified public accountant (practicing) of the Hong Kong Institute of Certified Public Accountants. Mr. Lam HP has been an independent non-executive director of SFund International Holdings Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1367) since February 2017. Mr. Lam HP has been a financial controller of Delta Wealth Finance Limited since July 2017 and is responsible for overseeing a full spectrum of financial, accounting and regulatory compliance functions for its group. He worked in Deloitte Touche Tohmatsu from January 2012 to January 2017, with his last position as an audit manager.

Mr. Lam HP has entered into a service contract with the Company for a term commencing from 5 December 2019 to 31 December 2020 (both days inclusive), unless terminated by no less than one month's notice in writing served by either party on the other, and is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. Mr. Lam HP is currently entitled to a monthly director's fee of HK\$10,000, which was determined by the Board with reference to his background, qualifications, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Mr. Lam HP did not (i) hold any other major appointments and professional qualifications; (ii) hold any directorships in any other listed companies in the last three years; and (iii) hold any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Lam HP did not have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (both having the meaning ascribed to them in the GEM Listing Rules) and 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 Mr. Lam HP that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Ms. Tin Yat Yu Carol

Ms. Tin, aged 54, was appointed as an executive Director on 5 May 2020 and was appointed as the chairman of the Board on 19 May 2020.

Ms. Tin obtained a degree of doctor of business administration honoris causa from the International American University in March 2009. Ms. Tin is an entrepreneur operating businesses including money lending business and fine dining business. Ms. Tin also has extensive experience in trading business in Hong Kong and PRC.

Ms. Tin was an executive director of Carnival Group International Holdings Limited (“Carnival”) (formerly known as Oriental Ginza Holding Limited and CASH Retail Management Group Limited, a company listed on the Main Board of the Stock Exchange with stock code: 996) for the period from September 2005 to August 2011. Ms. Tin also served as the chairperson of Carnival from November 2006 to August 2011 and was responsible for the overall strategic planning and policy making. Ms. Tin served as a director of Yan Oi Tong from 2017 to 2018. She has been an executive director of CEFC Hong Kong Financial Investment Company Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1520) since October 2019. Ms. Tin is currently a director of Delta Wealth Finance Limited and a director of Delta Wealth Credit Limited.

Ms. Tin has entered into a service contract with the Company for a term commencing from 5 May 2020 to 31 December 2020 (both days inclusive), unless terminated by no less than one month’s notice in writing served by either party on the other, and is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. Ms. Tin is currently entitled to a monthly director’s fee of HK\$15,000, which was determined by the Board with reference to her background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Ms. Tin was interested in 46,070,000 Shares.

As at the Latest Practicable Date, save as disclosed above, Ms. Tin did not (i) hold any other major appointments and professional qualifications; (ii) hold any directorships in other listed companies in the last three years; and (iii) hold any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Tin did not have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (both having the meaning ascribed to them in the GEM Listing Rules).

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. Tin that need to be brought to the attention of 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 Podium Level 6, vip Room III, L’Hotel Island South, 55 Wong Chuk Hang Road, Aberdeen, Hong Kong at 11:00 a.m. on Wednesday, 24 June 2020 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 auditor of the Company for the year ended 31 December 2019.
2. (a) To re-elect Mr. Lam Ho Pong as an executive Director.
(b) To re-elect Ms. Tin Yat Yu Carol as an executive Director.
3. To authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
4. To re-appoint PKF Hong Kong Limited as the auditor of the Company and to authorise the Board to fix their remuneration.
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 (“**Shares**”) in the capital of the Company on 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 (“**GEM Listing Rules**”) 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 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 as at the date of passing this resolution, and the said approval shall be limited accordingly;

* *For identification purposes only*

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- (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
- (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) 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) which would or might require the exercise of such power after the end of the Relevant Period;

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- (c) the aggregate number of Shares 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;
 - (iii) an issue of Shares as scrip dividends or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares 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, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of issued Shares 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 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 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

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(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
- (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 open for a period fixed by the Directors to the holders of Shares 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 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 as at the date of passing of this resolution.”

On behalf of the Board
Finsoft Financial Investment Holdings Limited
Ms. Tin Yat Yu Carol
Chairman

Hong Kong, 25 May 2020

NOTICE OF ANNUAL GENERAL MEETING

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 Nos. 1209–10
12/F., Prosperity Millennia Plaza
No. 663 King's Road
North Point
Hong Kong

Notes:

1. Any shareholder 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 need not be a shareholder 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/its 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 as soon as possible but in any event by 11:00 a.m. on Monday, 22 June 2020 or not later than 48 hours before any adjourned Meeting.
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 GEM Listing Rules in connection with the repurchase mandate under resolution no. 5 above is set out in Appendix I to the circular of the Company dated 25 May 2020.
7. In order to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 19 June 2020 to Wednesday, 24 June 2020 (both days inclusive), during which no transfer of shares can be registered. To qualify for the attendance and voting at the Meeting, shareholders of the Company 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 Thursday, 18 June 2020.
8. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at 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 at www.hkgem.com to notify the shareholders of the Company of the date, time and venue of the rescheduled Meeting.
9. References to time and dates in this notice are to Hong Kong time and dates.
10. As at the date of this notice, the Board consists of five executive Directors, namely Ms. Tin Yat Yu Carol (Chairman), Mr. Chan Wai Lung, Ms. Lam Ching Yee, Mr. Lam Ho Pong and Ms. Lin Ting, and three independent non-executive Directors, namely Mr. Lam Kai Yeung, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi.