
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 GENERAL MANDATE TO ISSUE SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders

AMASSE CAPITAL
寶 積 資 本

A letter from the Independent Board Committee is set out on pages 14 to 15 of this circular and a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 16 to 25 of this circular.

A notice convening the EGM to be held at 5/F., Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Thursday, 12 January 2017 at 10:00 a.m. is set out on pages EGM-1 to EGM-4 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.

23 December 2016

* 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	4
Letter from the Independent Board Committee	14
Letter from the Independent Financial Adviser	16
Notice of EGM	EGM-1

DEFINITIONS

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

“2016 AGM”	the annual general meeting of the Company held on 22 June 2016
“Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“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)
“controlling shareholder”	has the meaning ascribed to it in the GEM Listing Rules
“Current Issue Mandate”	the general mandate granted by the Shareholders at the 2016 AGM to authorise the Directors to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing the relevant resolution approving such general mandate (i.e. up to 144,000,000 Shares)
“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 Thursday, 12 January 2017 for the Shareholders to consider and, if thought fit, approve the grant of the Refreshed General Mandate, the notice of which is set out on pages EGM-1 to EGM-4 of this circular
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

“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
“Independent Board Committee”	the independent board committee of the Board comprising all independent non-executive Directors, established for the purpose of advising the Independent Shareholders in relation to the proposed grant of the Refreshed General Mandate
“Independent Financial Adviser”	Amasse Capital Limited, a licensed corporation to carry on Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the Refreshed General Mandate
“Independent Shareholders”	Shareholders other than any controlling shareholders of the Company and their respective associates or, where there are no controlling shareholders, any Shareholders other than the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates
“Latest Practicable Date”	21 December 2016, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“Loan Notes”	10% per annum notes issued by the Company on 18 May 2015 in an aggregate principal amount of HK\$100,300,000
“Refreshed General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the EGM to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of the EGM

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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 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

Hunghom

Kowloon

Hong Kong

23 December 2016

To the Shareholders

Dear Sir or Madam

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

The Board proposes to seek the Shareholders' approval for the grant of the Refreshed General Mandate.

The purpose of this circular is to provide you with (i) information in respect of the proposed grant of the Refreshed General Mandate; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders on the proposed grant of the Refreshed General Mandate; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the proposed grant of the Refreshed General Mandate; and (iv) the notice of the EGM.

* for identification purpose only

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

Background

Pursuant to an ordinary resolution passed by the Shareholders at the 2016 AGM, the Directors were granted the Current Issue Mandate to allot and issue up to 144,000,000 Shares, representing 20% of the total number of issued Shares as at the date of passing the relevant resolution approving the Current Issue Mandate until the revocation, variation or expiration of the Current Issue Mandate. There had not been any refreshment of the Current Issue Mandate since the 2016 AGM up to the Latest Practicable Date.

Fund raising activities of the Company in the past 12 months by equity issue

Apart from the fund raising activities mentioned below, the Company had not raised any other funds by equity issue in the past 12 months immediately preceding the Latest Practicable Date:

Date of announcement/ circular/prospectus	Fund raising activity	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of net proceeds
14 January 2016 and 27 January 2016	Placing of 800,000,000 new shares of HK\$0.0005 each at the placing price of HK\$0.05 per share pursuant to the general mandate granted to the Directors at the annual general meeting of the Company held on 5 May 2015 ("January Placing")	HK\$38.5 million	Financing the Group's money lending business in Hong Kong, future potential acquisitions, investments and treasury management purposes, and general working capital of the Group.	The entire net proceeds has been utilised as to (i) HK\$25.9 million had been used for the payment of the total consideration for the acquisition of China Universal Limited, details of which are set out in the Company's announcement dated 7 March 2016; (ii) approximately HK\$2.5 million had been used for the settlement of interest incurred on the Loan Notes; (iii) approximately HK\$8.5 million had been used for the subscription of 390 shares of Sky View Investment Limited, details of which are set out in the Company's announcements dated 12 January 2016 and 21 February 2016; and (iv) the remaining had been used for the general working capital of the Group.

LETTER FROM THE BOARD

Date of announcement/ circular/prospectus	Fund raising activity	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of net proceeds
24 March 2016, 19 April 2016, 29 April 2016 and 23 May 2016	The issue by way of rights on the basis of one rights Share for every two Shares in issue held on the record date at the subscription price of HK\$0.324 per rights Share (“Rights Issue”)	HK\$74 million	Early redemption of the Loan Notes and the payment of the interests accrued thereon.	The entire net proceeds has been utilised for the early redemption of part of the Loan Notes and the payment of the interest accrued thereon as intended.
22 August 2016 and 1 September 2016	Placing of 144,000,000 new Shares at the placing price of HK\$0.15 per Share under the Current Issue Mandate (“September Placing”)	HK\$20.7 million	Financing the redemption of part of Loan Notes and the payment of the interests accrued thereon, general working capital and/or for financing the Group’s future investment opportunities in IT related company or business.	The Group has utilised: (i) approximately HK\$19.2 million for the redemption of part of Loan Notes and the payment of interest accrued thereon; and (ii) the remaining for general working capital.

Utilisation of the Current Issue Mandate

Following the allotment and issue of the Shares under the September Placing as described above, the Current Issue Mandate has been fully utilised.

Reasons for the proposed grant of the Refreshed General Mandate

The Group is principally engaged in the provision of financial trading software solutions, provision of other internet financial platforms, provision of referral services, money lending business, assets investments, provision of corporate finance advisory services and provision of design and fitting-out services in Hong Kong.

As at the Latest Practicable Date, the Group had cash and cash equivalents of approximately HK\$23 million. The Directors are of the opinion that, after taking into account the internal financial resources presently available to the Group, in the absence of unforeseeable circumstances, the Group has sufficient working capital for its present requirements that is for at least the next twelve months following the date of this circular.

The Group generally finances its present operations through a combination of internally generated cash flows, borrowings and cash and cash equivalents.

LETTER FROM THE BOARD

However, the Group does not have enough resources to further expand its money lending business when the opportunities arise. As money lending is a capital intensive business, strong cash flow and financial capability are fundamental factors for its successful operation. Quick turnover and the immediate availability of funding in the money lending business requires the availability of a significant amount of cash and liquidity since often times borrowers are in urgent need of the loan.

The Group started its money lending business in April 2014. Money lending business has been one of the recent business focuses of the Group. For the year ended 31 December 2014, the segment revenue and profit of the money lending business were approximately HK\$0.24 million and HK\$0.15 million respectively. For the year ended 31 December 2015, with more financial resources put into this business, the segment revenue and profit of the money lending business increased to approximately HK\$1.69 million and HK\$0.93 million respectively. As at the Latest Practicable Date, the Group had advanced HK\$36.42 million to independent borrowers at interest rates ranging from 8% to 13%. The management of the Group believes that the money lending business can generate stable revenue and profit to the Group. Accordingly, the Company considers that it is in the interests of the Company and Shareholders to expand the money lending business and devote more financial resources to this business. The Refreshed General Mandate, if granted, will allow the Company to expand its money lending business. As at the Latest Practicable Date, Finsoft Finance Limited, the operating subsidiary of the Company for its money lending business, has been approached by various potential borrowers. The Directors expect that the Company can seize this opportunity and utilise funds from the Refreshed General Mandate to capture the market demand, generate stable and considerable revenue to the Group, thereby improving the Group's financial performance.

The Company currently has no plan to issue Shares under the Refreshed General Mandate. In addition, the Company currently does not have any intention, understanding, arrangement or negotiation on any potential investment opportunities. The Board believes that equity financing will enable the Company to respond to the market promptly as fund raising exercise pursuant to a general mandate provides the Company with a simpler and less lead time process. As potential business investment opportunities may arise at any time, it is crucial for the Group to have the ability to respond to the changing market conditions in a timely manner and to provide the Group with the flexibility to have immediate access to cash resources at reasonable costs as assessed by the Directors from time to time for appropriate business development and investment opportunities. Taking into account the volatility of the market, the Company may fail to seize and capitalise on potential investment opportunities if it has to wait until the next annual general meeting for the grant of the Refreshed General Mandate.

LETTER FROM THE BOARD

The Board has considered other financing alternatives apart from equity financing instead of utilising the Refreshed General Mandate, such as debt financing, rights issue or open offer or equity issue by specific mandate. Recently in early December 2016, the Group has obtained a revolving loan facility of HK\$50 million from a licensed money lender at the interest rate of 8.5% for the term of one year. As at the Latest Practicable Date, the Group had drawn HK\$31.5 million from this facility. Debt financing will increase the finance cost, incur interest burden to the Group and may be subject to lengthy due diligence and negotiations. In addition, the ability of the Group to obtain bank borrowing usually depends on the Group's profitability, financial position and the then prevailing market condition. In respect of rights issue, open offer or issue of shares under specific mandate, they usually involve substantial time and cost to complete as compared to equity financing through issuance of new Shares under the Refreshed General Mandate, which allows the Company to raise capital with a specified number of Shares in a timely manner and when necessary. Further, rights issues and open offers will incur payment of underwriting commission by the Company. In contrast, fund raising exercise pursuant to the Refreshed General Mandate, if granted, provides the Company with a more direct and efficient alternative to other types of fund raising exercise and avoids the uncertainties in such circumstances that a specific mandate may not be obtained in a timely manner.

As disclosed in the announcement of the Company dated 22 August 2016 (relating to the September Placing) and prospectus of the Company dated 29 April 2016 (relating to the Rights Issue), since the interest rate of the Loan Notes was 10% per annum, the Directors consider that it was in the interest of the Company to early redeem the Loan Notes. Thus, the Company utilised net proceeds from the January Placing, the September Placing, the Rights Issue and its internal resources to redeem the Loan Notes and settle the interest accrued thereon. As at the Latest Practicable Date, all the Loan Notes and the interest accrued thereon have been redeemed and settled.

Based on the total number of issued Shares of 1,050,492,340 as at the Latest Practicable Date and assuming that the Company does not issue or repurchase any Shares from the Latest Practicable Date up to and including the date of the EGM, the Refreshed General Mandate, if granted, will allow the Directors to allot and issue up to 210,098,468 Shares, the aggregate shareholding of the public Shareholders will have a potential maximum dilution from approximately 58.14% to approximately 48.45% upon full utilisation of the Refreshed General Mandate. The Board considers such dilution effect is acceptable having taking into account, among other things, the funding needs of the Group for development of its money lending business and potential acquisition or investments in other businesses, and for the enhancement of financial flexibility to the Group as a result of the refreshment of the Current Issue Mandate.

LETTER FROM THE BOARD

The utilisation of the Refreshed General Mandate will also dilute the shareholding interest of the Shareholders, which the maximum dilution effect on the shareholding is limited to 20% of the existing issued share capital of the Company as at the date of EGM and approximately 16.67% of the enlarged issued share capital of the Company immediately upon full utilisation of the Refreshed General Mandate. However, given the above and having considered that (a) all of the Current Issue Mandate had been fully utilised by the Company as at the Latest Practicable Date; (b) the Refreshed General Mandate will empower the Directors to issue new Shares under the refreshed limit and provide the Company with the flexibility and ability to seize any appropriate business or fund raising opportunities timely; (c) the Refreshed General Mandate will allow the Company to have an additional option of financing in order to facilitate the Group's business development (especially its money lending business as described above) and investments and acquisition opportunities which may arise before the next annual general meeting of the Company; and (d) the Company had only maintained a relatively low cash ratio as at the Latest Practicable Date, the Directors consider that the Refreshed General Mandate, if utilised, is fair and reasonable and is in the best interests of the Company and the Shareholders as a whole.

The Refreshed General Mandate, if utilised, will allow the Company to expand its money lending business, and will also improve the financial position of the Group as the issue of new Shares under the Refreshed General Mandate will lead to (i) an increase of the net assets of the Group; and (ii) a decrease of the gearing ratio of the Group.

Having considered that (i) the Current Issue Mandate has been fully utilised after the September Placing; (ii) the grant of the Refreshed General Mandate provides more flexibility and options of financing to the Group for business development as well as for potential future investments; and (iii) the grant of the Refreshed General Mandate allows the Company to respond to the market and the investment opportunities promptly, the Directors are of the view that the proposed grant of the Refreshed General Mandate is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Based on the total number of issued Shares of 1,050,492,340 as at the Latest Practicable Date and assuming that the Company does not issue or repurchase any Shares from the Latest Practicable Date up to and including the date of the EGM, the Refreshed General Mandate, if granted, will allow the Directors to allot and issue up to 210,098,468 Shares.

LETTER FROM THE BOARD

The Refreshed General Mandate, if granted, will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company; and (c) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held.

Effects on shareholding structure of the Company

The table below illustrates the shareholding structure of the Company (i) as at the Latest Practicable Date and (ii) immediately upon the allotment and issue of Shares by the Company pursuant to the Refreshed General Mandate (assuming the Refreshed General Mandate is utilised in full and no further Shares are issued or repurchased by the Company):

Shareholder	(i) As at the Latest Practicable Date		(ii) Immediately upon the allotment and issue of Shares by the Company pursuant to the Refreshed General Mandate utilised in full (assuming no further Shares are issued or repurchased by the Company)	
	<i>No. of Shares</i>	<i>approximate %</i>	<i>No. of Shares</i>	<i>approximate %</i>
	—	—	—	—
Luster Wealth Limited (<i>Note 1</i>)	116,411,250	11.08	116,411,250	9.23
Ever Robust Holdings Limited (<i>Note 2</i>)	136,800,000	13.02	136,800,000	10.85
Perfect Growth Limited (<i>Note 3</i>)	186,492,340	17.75	186,492,340	14.79
Public Shareholders	610,788,750	58.14	610,788,750	48.45
Shares to be issued under the Refreshed General Mandate	—	—	210,098,468	16.67
Total:	<u>1,050,492,340</u>	<u>100.00</u>	<u>1,260,590,808</u>	<u>100.00</u>

Notes:

- These 116,411,250 Shares are held by Luster Wealth Limited (“**Luster Wealth**”). Mr. Chan Sek Keung, Ringo (“**Mr. Chan**”), beneficially owns 100% of the issued share capital of Woodstock Management Limited (“**Woodstock**”), which in turn owns 100% of the issued share capital of Luster Wealth. Therefore, each of Woodstock and Mr. Chan is deemed, or taken to be, interested in all the Shares held by Luster Wealth for the purpose of the SFO.
- These 136,800,000 Shares are held by Ever Robust Holdings Limited (“**Ever Robust**”), which is wholly-owned by Whole Kind Investments Limited (“**Whole Kind**”), which is in turn wholly-owned by Interactive Entertainment China Cultural Technology Investments Limited (“**IE China**”). By virtue of the SFO, each of Whole Kind and IE China is deemed, or taken to be, interested in all the Shares held by Ever Robust.

LETTER FROM THE BOARD

3. These 186,492,340 Shares are held by Perfect Growth Limited (“**Perfect Growth**”), which is wholly-owned by Lucky Famous Limited (“**Lucky Famous**”), which is in turn wholly-owned by GET Holdings Limited (“**GET**”). By virtue of the SFO, each of Lucky Famous and GET is deemed, or taken to be, interested in all the Shares held by Perfect Growth.
4. Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

As at the Latest Practicable Date, save for the 40,000,000 outstanding share options granted by the Company to five eligible participants (as defined under the Share Option Scheme), 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.

EGM

The EGM will be held at 5/F., Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Thursday, 12 January 2017 at 10:00 a.m. for the purpose of considering, and if thought fit, approving the proposed grant of the Refreshed General Mandate. The notice of the EGM is set out on pages EGM-1 to EGM-4 of this circular.

As the grant of the Refreshed General Mandate is proposed to the Shareholders before the Company’s next annual general meeting, pursuant to the GEM Listing Rules, this proposal is subject to the Independent Shareholders’ approval by way of poll at the EGM. According to Rule 17.42A(1) of the GEM Listing Rules, any controlling shareholders of the Company and their associates or, where there are no controlling shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution approving the grant of the Refreshed General Mandate at the EGM.

As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors, (i) the Company had no controlling shareholders and; (ii) none of the Directors and the chief executive of the Company and their respective associates held any Share, and on such basis, no Shareholder will be required to abstain from voting on the ordinary resolution approving the grant of the Refreshed General Mandate to be proposed at the EGM. To the extent that any of the Directors and their respective associates control or are entitled to exercise control over the voting rights in respect of his/her/their Shares at the date of EGM, they are required to abstain from voting in favour of the ordinary resolution to approve the grant of the Refreshed General Mandate. The Company currently does not have any chief executive.

LETTER FROM THE BOARD

The Independent Board Committee, comprising Ms. Lee Kwun Ling, May Jean, Mr. Yuen Shiu Wai and Mr. Lam Kai Yeung, all being independent non-executive Directors, has been established to advise the Independent Shareholders on the proposed grant of the Refreshed General Mandate. Amasse Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the Refreshed General Mandate.

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.

RECOMMENDATION

Your attention is drawn to the letter of recommendation from the Independent Board Committee set out on pages 14 to 15 of this circular and the letter of advice from the Independent Financial Adviser set out on pages 16 to 25 of this circular, which contains, among other matters, its advice to the Independent Board Committee and the Independent Shareholders in relation to the proposed grant of the Refreshed General Mandate, its recommendation as to how to vote on the relevant resolution at the EGM and the principal factors considered by it in arriving at its recommendation.

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, is of the opinion that the proposed grant of the Refreshed General Mandate is fair and reasonable and is in the interests of the Company and the Shareholders as a whole and accordingly recommends the Independent Shareholders to vote in favour of the resolution approving the grant of the Refreshed General Mandate at the EGM.

Accordingly, the Directors (including the independent non-executive Directors) consider that the proposed grant of the Refreshed General Mandate is fair and reasonable and is in the interests of the Company and the Shareholders as a whole, and recommend the Independent Shareholders to vote in favour of the relevant resolution at the EGM.

LETTER FROM THE BOARD

GENERAL

Amasse Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they respectively appear.

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

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the full text of a letter of advice from the Independent Board Committee, which has been prepared for the purpose of incorporation into this circular, setting out its recommendation to the Independent Shareholders in respect of the proposed grant of the Refreshed General Mandate.

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)

23 December 2016

To the Independent Shareholders

Dear Sir or Madam

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

We refer to the circular of the Company dated 23 December 2016 (“**Circular**”) of which this letter forms part. Unless the context specifies otherwise, capitalised terms used herein have the same meanings as defined in the Circular.

We have been appointed as the Independent Board Committee to advise the Independent Shareholders in connection with the proposed grant of the Refreshed General Mandate.

Amasse Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the proposed grant of the Refreshed General Mandate. Details of the recommendation, together with the principal factors and reasons taken into consideration in arriving at such recommendation, are set out on pages 16 to 25 of the Circular.

Your attention is also drawn to the letter from the Board set out on pages 4 to 13 of the Circular.

* *for identification purpose only*

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having considered the letter of advice from the Independent Financial Adviser in relation to the proposed grant of the Refreshed General Mandate as set out in the Circular, we are of the view that the proposed grant of the Refreshed General Mandate is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the grant of the Refreshed General Mandate.

Yours faithfully

For and on behalf of the Independent Board Committee

Lee Kwun Ling, May Jean

Yuen Shiu Wai

Lam Kai Yeung

Independent non-executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the text of a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Current Issue Mandate, and is prepared for inclusion in this circular.

AMASSE CAPITAL
寶 積 資 本

23 December 2016

*The Independent Board Committee and
the Independent Shareholders*

Dear Sirs,

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the Refreshed General Mandate, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular issued by the Company to its Shareholders dated 23 December 2016 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

The Board proposed to grant the Refreshed General Mandate for the Directors to allot, issue or otherwise deal with the Shares up to a maximum of 20% of the total number of issued Shares of the Company as at the date of the EGM. Based on the total number of issued Shares of 1,050,492,340 as at the Latest Practicable Date and assuming that the Company does not issue or repurchase any Shares from the Latest Practicable Date up to and including the date of the EGM, the Refreshed General Mandate, if granted, will allow the Directors to allot and issue up to 210,098,468 Shares.

As the grant of the Refreshed General Mandate is proposed to the Shareholders before the Company’s next annual general meeting, pursuant to the GEM Listing Rules, this proposal is subject to the Independent Shareholders’ approval by way of poll at the EGM. According to Rule 17.42A(1) of the GEM Listing Rules, any controlling shareholders of the Company and their associates or, where there are no controlling shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution approving the grant of the Refreshed General Mandate at the EGM.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors, (i) the Company had no controlling shareholders and; (ii) none of the Directors and the chief executive of the Company and their respective associates held any Share, and on such basis, no Shareholder will be required to abstain from voting on the ordinary resolution approving the grant of the Refreshed General Mandate to be proposed at the EGM. To the extent that any of the Directors and their respective associates control or are entitled to exercise control over the voting rights in respect of his/her/their Shares at the date of EGM, they are required to abstain from voting in favour of the ordinary resolution to approve the grant of the Refreshed General Mandate. The Company currently does not have any chief executive.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising Ms. Lee Kwun Ling, May Jean, Mr. Yuen Shiu Wai and Mr. Lam Kai Yeung, all being independent non-executive Directors, has been established to advise the Independent Shareholders as to whether the proposed grant of the Refreshed General Mandate is fair and reasonable so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote on the relevant resolution at the EGM. As the Independent Financial Adviser, our role is to give an independent opinion to the Independent Board Committee and the Independent Shareholders in such regard.

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any relationships or interests with the Company or any other parties that could reasonably be regarded as relevant to our independence. In the last two years, we have not acted as the independent financial adviser to the independent board committee and the independent Shareholders of the Company for any transaction.

With regard to our independence from the Company, it is noted that, apart from normal professional fees paid or payable to us in connection with the current appointment as the Independent Financial Adviser, no arrangements exist whereby we had received or will receive any fees or benefits from the Company or any other parties that could reasonably be regarded as relevant to our independence.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

BASIS OF OUR ADVICE

In formulating our opinion, we have relied on the information, opinion and representations contained or referred to in the Circular and the information, opinion and representations provided to us by the management of the Company and the Directors. We have assumed that all information and representations contained or referred to in the Circular and all information and representations which have been provided by the management of the Company and the Directors, for which they are solely and wholly responsible, were true, accurate and complete at the time when they were made and continue to be so as at the date of the Circular. We have also assumed that all statements of belief, opinion and intention of the Directors as set out in the Letter from the Board in the Circular were reasonably made after due and careful inquiry. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and representations contained in the Circular. The Directors jointly and severally accept full responsibility for the accuracy of the information in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts the omission of which would make any statement in the Circular misleading. We consider that we have been provided with sufficient information to enable us to reach an informed view regarding the proposed grant of the Refreshed General Mandate, and to justify reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis of our opinions. We have not, however, carried out any independent verification on the information provided to us by the Directors, nor have we conducted an independent in-depth investigation into the business and affairs of the Group.

PRINCIPAL FACTORS CONSIDERED

In giving our recommendation to the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the Refreshed General Mandate, we have taken into consideration the following factors and reasons:

1. Background of and reasons for the proposed grant of the Refreshed General Mandate

The Group is principally engaged in the provision of financial trading software solutions, provision of other internet financial platforms, provision of referral services, money lending business, assets investments, provision of corporate finance advisory services and provision of design and fitting-out services in Hong Kong.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Pursuant to an ordinary resolution passed by the Shareholders at the 2016 AGM, the Directors were granted the Current Issue Mandate to allot and issue up to 144,000,000 Shares, representing 20% of the total number of issued Shares as at the date of passing the relevant resolution approving the Current Issue Mandate until the revocation, variation or expiration of the Current Issue Mandate. There had not been any refreshment of the Current Issue Mandate since the 2016 AGM up to the Latest Practicable Date.

On 22 August 2016, the Company as issuer, and Astrum Capital Management Limited (the “**Placing Agent**”) as placing agent, entered into the placing agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 144,000,000 new Shares to not less than six independent placees at a price of HK\$0.15 per placing share (the “**Placing**”). The Placing was completed on 1 September 2016 and 144,000,000 new Shares were allotted and issued by the Company. Following the allotment and issue of the Shares under the Placing, the Current Issue Mandate has been fully utilised.

As advised by the Company, the next annual general meeting of the Company will be held in around May 2017, which would be around 5 months away from the Latest Practicable Date. In order to provide the Group with more flexibility to issue new Shares before the next annual general meeting of the Company, the Board proposed to seek approval from the Independent Shareholders at the EGM in respect of the grant of the Refreshed General Mandate.

As at the Latest Practicable Date, the Company had 1,050,492,340 Shares in issue. Subject to the passing of an ordinary resolution for the approval of the grant of Refreshed General Mandate and assuming that the Company does not issue or repurchase any Shares from the Latest Practicable Date up to and including the date of the EGM, the Refreshed General Mandate, if granted, will allow the Directors to allot and issue up to 210,098,468 Shares.

As at the Latest Practicable Date, the Group has cash and cash equivalents of approximately HK\$23 million and the Group had drawn HK\$31.5 million from a revolving loan facility of HK\$50 million from a licensed money lender for the term of one year. As shown in the paragraph headed “Fund raising activities of the Company in the past 12 months by equity issue” below, we also noted that net proceeds from the equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date were used as intended to finance the development and operation of the Group, including but not limited to (i) financing the Group’s acquisitions and investments; (ii) early redemption of the Loan Notes and the payment of the interest accrued thereon; and (iii) financing the Group’s general working capital.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As set out in the Letter from the Board, the Directors are of the opinion that, after taking into account the internal financial resources presently available to the Group, in the absence of unforeseeable circumstances, the Group has sufficient working capital for its present requirements that is for at least the next twelve months following the date of this circular.

In the event that any unexpected circumstances occur prior to the next annual general meeting of the Company being held, such as any potential investment opportunities arise, or other immediate need of funding, the then cash position of the Group may not be sufficient to capture such potential investment opportunities or funding needs. Therefore, we are of the view that it will be a merit for the Group to have additional funds for coping with any business opportunities and challenges.

We are advised by the management of the Company that as at the Latest Practicable Date, the Company has no plan to issue Shares under the Refreshed General Mandate. In addition, the Company does not have any intention, understanding, arrangement or negotiation on any potential investment opportunities. Also, we are given to understand that the Company may expand its money lending business, however, the Group does not have enough resources to further expand such business when the opportunities arise. As money lending is a capital intensive business, strong cash flow and financial capability are fundamental factors for its successful operation. Quick turnover and the immediate availability of funding in the money lending business requires the availability of a significant amount of cash and liquidity since often times borrowers are in urgent need of the loan. As potential business investment opportunities may arise at any time, it is crucial for the Group to have the ability to respond to the changing market conditions in a timely manner and to provide the Group with the flexibility to have immediate access to cash resources at reasonable costs as assessed by the Directors from time to time for appropriate business development and investment opportunities.

The Board considers that the refreshment of the Current Issue Mandate would provide more flexibility and options of financing to the Group for business development as well as for potential future investments. If the Current Issue Mandate is refreshed, the Group will be in a better bargaining position in negotiation of potential future investments as the Refreshed General Mandate would provide the Company with quick access to future funding and we understand from the management of the Company that sufficient funding is crucial for the Company to make a prompt response to any future business development. The Board thus proposes to pass the resolution at the EGM to approve the grant of the Refreshed General Mandate so as to allow the Directors to issue new Shares not exceeding 20% of the total number issued Shares of the Company as at the date of the EGM.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Having considered the above reasons, we are of the view and concur with the Director's view that the granting of the Refreshed General Mandate is fair and reasonable, and in the interest of the Company and its Shareholders as a whole as it provides more flexibility and options of financing to the Group for business development as well as for potential future investment, enables the Company to respond to the market and the investment opportunities promptly, should such opportunities arise, and gives the Company greater flexibility in the issuance of new Shares in future as and when necessary.

2. Fund raising activities of the Company in the past 12 months by equity issue

Apart from the fund raising activities mentioned below, the Company had not raised any other funds by equity issue in the past 12 months immediately preceding the Latest Practicable Date:

Date of announcement/ circular/prospectus	Fund raising activity	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of net proceeds
14 January 2016 and 27 January 2016	Placing of 800,000,000 new shares of HK\$0.0005 each at the placing price of HK\$0.05 per share pursuant to the general mandate granted to the Directors at the annual general meeting of the Company held on 5 May 2015	HK\$38.5 million	Financing the Group's money lending business in Hong Kong, future potential acquisitions, investments and treasury management purposes, and general working capital of the Group.	The entire net proceeds has been utilised as to (i) HK\$25.9 million had been used for the payment of the total consideration for the acquisition of China Universal Limited, details of which are set out in the Company's announcement dated 7 March 2016; (ii) approximately HK\$2.5 million had been used for the settlement of interest incurred on the Loan Notes; (iii) approximately HK\$8.5 million had been used for the subscription of 390 shares of Sky View Investment Limited, details of which are set out in the Company's announcements dated 12 January 2016 and 21 February 2016; and (iv) the remaining had been used for the general working capital of the Group.
24 March 2016, 19 April 2016, 29 April 2016 and 23 May 2016	The issue by way of rights on the basis of one rights Share for every two Shares in issue held on the record date at the subscription price of HK\$0.324 per rights Share	HK\$74 million	Early redemption of the Loan Notes and the payment of the interests accrued thereon.	The entire net proceeds has been utilised for the early redemption of part of the Loan Notes and the payment of the interest accrued thereon as intended.
22 August 2016 and 1 September 2016	Placing of 144,000,000 new Shares at the placing price of HK\$0.15 per Share under the Current Issue Mandate	HK\$20.7 million	Financing the redemption of part of Loan Notes and the payment of the interests accrued thereon, general working capital and/or for financing the Group's future investment opportunities in IT related company or business.	The Group has utilised: (i) approximately HK\$19.2 million for the redemption of part of Loan Notes and the payment of the interest accrued thereon; and (ii) the remaining for general working capital.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

3. Other financing alternatives

We have made enquires towards the management of the Company and are advised that the Directors have considered other financing alternatives, including but not limited to debt financing, rights issue or open offer or equity issue by specific mandate. Among these methods, we have analysed the pros and cons of the various financing alternatives considered by the Directors as compared to the Refreshed General Mandate and are given to understand that debt financing will increase the finance cost, incur interest burden to the Group and may be subject to lengthy due diligence and negotiations. In addition, the ability of the Group to obtain bank borrowing usually depends on the Group's profitability, financial position and the then prevailing market condition. In respect of rights issue, open offer or issue of shares under specific mandate, they usually involve substantial time and cost to complete as compared to equity financing through issuance of new Shares under the Refreshed General Mandate, which allows the Company to raise capital with a specified number of Shares in a timely manner and when necessary. Further, rights issues and open offers will incur payment of underwriting commission by the Company. We are also advised that the Directors would exercise due and careful consideration when choosing the best method of financing for the Group.

Given the aforementioned reasons, we consider that the Refreshed General Mandate will provide the Company with an additional alternative of equity funding and enhance the financing flexibility of the Company for future business development and provides the Company with a more direct and efficient alternative to other types of fund raising exercise and avoids the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner, and thus the Refreshed General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

4. Potential dilution on shareholdings

The table below illustrates the shareholding structure of the Company (i) as at the Latest Practicable Date and (ii) immediately upon the allotment and issue of Shares by the Company pursuant to the Refreshed General Mandate (assuming the Refreshed General Mandate is utilised in full and no further Shares are issued or repurchased by the Company):

Shareholder	(i) As at the Latest Practicable Date		(ii) Immediately upon the allotment and issue of Shares by the Company pursuant to the Refreshed General Mandate utilised in full (assuming no further Shares are issued or repurchased by the Company)	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Luster Wealth Limited (Note 1)	116,411,250	11.08	116,411,250	9.23
Ever Robust Holdings Limited (Note 2)	136,800,000	13.02	136,800,000	10.85
Perfect Growth Limited (Note 3)	186,492,340	17.75	186,492,340	14.79
Public Shareholders	610,788,750	58.14	610,788,750	48.45
Shares to be issued under the Refreshed General Mandate	–	–	210,098,468	16.67
Total:	<u>1,050,492,340</u>	<u>100.00</u>	<u>1,260,590,808</u>	<u>100.00</u>

Notes:

- These 116,411,250 Shares are held by Luster Wealth Limited (“**Luster Wealth**”). Mr. Chan Sek Keung, Ringo (“**Mr. Chan**”), beneficially owns 100% of the issued share capital of Woodstock Management Limited (“**Woodstock**”), which in turn owns 100% of the issued share capital of Luster Wealth. Therefore, each of Woodstock and Mr. Chan is deemed, or taken to be, interested in all the Shares held by Luster Wealth for the purpose of the SFO.
- These 136,800,000 Shares are held by Ever Robust Holdings Limited (“**Ever Robust**”), which is wholly-owned by Whole Kind Investments Limited (“**Whole Kind**”), which is in turn wholly-owned by Interactive Entertainment China Cultural Technology Investments Limited (“**IE China**”). By virtue of the SFO, each of Whole Kind and IE China is deemed, or taken to be, interested in all the Shares held by Ever Robust.
- These 186,492,340 Shares are held by Perfect Growth Limited (“**Perfect Growth**”), which is wholly-owned by Lucky Famous Limited (“**Lucky Famous**”), which is in turn wholly-owned by GET Holdings Limited (“**GET**”). By virtue of the SFO, each of Lucky Famous and GET is deemed, or taken to be, interested in all the Shares held by Perfect Growth.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

4. Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

As disclose in the Letter from the Board, as at the Latest Practicable Date, save for the 40,000,000 outstanding share options granted by the Company to five eligible participants (as defined under the Share Option Scheme), 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.

Based on the total number of issued Shares of 1,050,492,340 as at the Latest Practicable Date and assuming that the Company does not issue or repurchase any Shares from the Latest Practicable Date up to and including the date of the EGM, the Refreshed General Mandate, if granted, will allow the Directors to allot and issue up to 210,098,468 Shares, representing 20% of the issued share capital of the Company as at the Latest Practicable Date and approximately 16.67% of the issued share capital of the Company as enlarged by the Shares issued under the Refreshed General Mandate. Assuming that no other new Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the aggregate shareholding of the public Shareholders will decrease from approximately 58.14% to approximately 48.45% upon full utilisation of the Refreshed General Mandate. The public Shareholders will have a potential maximum decrease in aggregate shareholding of approximately 9.69% following the full utilisation of the Refreshed General Mandate.

We are aware of the cumulative potential dilution effect as a result of the utilisation of the Refreshed General Mandate and those arising from the equity fund raising activities in the past 12 months immediately preceding the Latest Practicable Date. However, we consider that the foregoing should be balanced, among others, the granting of the Refreshed General Mandate (i) will allow the Company to raise capital by allotment and issuance of new Shares before the next annual general meeting of the Company which is expected to be held in around 5 months away from the Latest Practicable Date; (ii) will empower the Directors to issue new Shares under the refreshed limit and provide the Company with the flexibility and ability to seize any appropriate business or fund raising opportunities timely; (iii) will allow the Company to have an additional option of financing in order to facilitate the Group's business development (especially its money lending business) and investments and acquisition opportunities which may arise before the next annual general meeting of the Company; and (iv) the Company had only maintained a relatively low cash ratio as at the Latest Practicable Date, we concur with the view of the Directors that the Refreshed General Mandate, if utilised, is fair and reasonable and is in the best interests of the Company and the Shareholders as a whole and we are of the opinion that such potential dilution to the shareholdings of the public Shareholders as aforementioned is acceptable.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

RECOMMENDATION

Having taken into consideration the above principal factors and reasons regarding the Refreshed General Mandate, in particular:

- (i) during the period from the grant of the Current Issue Mandate to the Latest Practicable Date, 100% of the Current Issue Mandate has been utilised;
- (ii) the Refreshed General Mandate provides more flexibility and options of financing to the Company for its future business development which may arise occasionally; and
- (iii) the acceptable potential dilution to shareholdings of the public Shareholders,

We are of the opinion that the proposed grant of the Refreshed General Mandate is fair and reasonable so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Shareholders are, however, reminded to note the potential dilution effect of the full utilisation of the Refreshed General Mandate on their shareholding in the Company.

Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the grant of the Refreshed General Mandate.

Yours faithfully,
For and on behalf of
Amasse Capital Limited
May Tsang
Director

Ms. May Tsang is a licensed person registered with the Securities and Future Commission of Hong Kong and regards as a responsible officer of Amasse Capital Limited to carry out type 6 (advising on corporate finance) regulated activity under the SFO and has over 12 years of experience in corporate finance industry.

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 Thursday, 12 January 2017 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:

- (a) the general mandate granted to the directors of the Company (“**Directors**”) to allot, issue and deal with the unissued shares of the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 22 June 2016 be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
- (b) subject to paragraph (d) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorised and unissued shares in the capital of the Company (each a “**Share**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) above shall authorise the Directors to make or grant offers, agreements and options, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

* for identification purpose only

NOTICE OF EGM

(d) the total number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (b) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20 per cent. of the total number of issued Shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (b) of this resolution shall be limited accordingly and if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the aforesaid limit shall be adjusted to the effect that the number of Shares subject to such limit as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same;

(e) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting; and
- (iii) 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 laws to be held; and

NOTICE OF EGM

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

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

Hong Kong, 23 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
Hunghom
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 23 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.