
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **FINSOFT CORPORATION**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or to the bank(s), stockbroker(s) or other agent(s) through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

FINSOFT CORPORATION

匯財軟件公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

PROPOSED GRANT OF REPURCHASE MANDATE AND ISSUE MANDATE, PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "AGM") of **FINSOFT CORPORATION** (the "Company") to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Wednesday, 30 April 2014 at 10:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy is enclosed with this circular. Whether or not you are intending to attend and vote 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 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

This circular will remain on the "Latest Company Announcements" page of the website of GEM at www.hkgem.com for at least 7 days from the date of posting and the website of the Company at www.finsoftcorp.com.

28 March 2014

CONTENTS

	<i>Page</i>
Characteristics of GEM	ii
Responsibility Statement	iii
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement for the Repurchase Mandate	7
Appendix II — Details of Directors proposed to be re-elected	11
Notice of AGM	14

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.

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 to be convened and held at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong on Wednesday, 30 April 2014 at 10:00 a.m., the notice of which is set out on pages 14 to 18 of this circular
“Articles”	the articles of association of the Company adopted on 10 September 2013
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Company”	Finsoft Corporation, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed general and unconditional mandate to authorise the Directors to issue and allot new Shares of up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of an ordinary resolution approving the same

DEFINITIONS

“Latest Practicable Date”	25 March 2014, 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, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	the proposed general and unconditional mandate to authorise the Directors to repurchase the fully paid up Shares up to 10% of the aggregate nominal amount of the share capital of the Company 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\$0.01 each in the share capital of the Company existing on the date of this circular and ordinary share(s) of HK\$0.001 each in the share capital of the Company upon completion of the Share Subdivision
“Share Subdivision”	the proposed subdivision of every one (1) issued and unissued share of HK\$0.01 each into ten (10) Subdivided Shares of HK\$0.001 each as set out in the announcement of the Company dated 18 March 2014
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Shares”	subdivided ordinary shares of HK\$0.001 each in the issued and unissued share capital of the Company upon completion of the Share Subdivision
“substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD

FINSOFT CORPORATION

匯財軟件公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08018)

Executive Directors:

Mr. Li Hoi Kong
Mr. Lawrence Tang

Chairman and non-executive Director:

Mr. Chan Sek Keung, Ringo

Independent non-executive Directors:

Ms. Lee Kwun Ling, May Jean
Mr. Tai Man Hin, Tony
Mr. Yuen Shiu Wai

Registered Office:

Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

23/F, W Square
318 Hennessy Road
Wanchai
Hong Kong

28 March 2014

To the Shareholders,

Dear Sir or Madam,

**PROPOSED GRANT OF
REPURCHASE MANDATE AND ISSUE MANDATE,
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

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.

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things:

- (i) the Repurchase Mandate;
- (ii) the Issue Mandate; and
- (iii) the re-election of retiring Directors.

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

LETTER FROM THE BOARD

REPURCHASE MANDATE

On 10 September 2013, 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 has an issued share capital of HK\$2,000,000 divided into 200,000,000 Shares of HK\$0.01 each. Subject to the passing of an ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares will be issued or allotted by the Company prior to the AGM, exercise of the Repurchase Mandate in full would result in up to a maximum of 20,000,000 Shares of HK\$0.01 each (or 200,000,000 Subdivided Shares assuming completion of the Share Subdivision), representing 10% of the total number of Shares in issue and a share capital of HK\$200,000, 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

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 has an issued share capital of HK\$2,000,000 divided into 200,000,000 Shares of HK\$0.01 each. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that no further Shares will be issued or allotted by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 40,000,000 Shares of HK\$0.01 each (or 400,000,000 Subdivided Shares assuming completion of the Share Subdivision), representing 20% of the total number of Shares in issue and a share capital of HK\$400,000, being issued 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 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 will be proposed to extend the Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of six Directors, including two executive Directors, namely, Mr. Li Hoi Kong and Mr. Lawrence Tang, one non-executive Director, namely, Mr. Chan Sek Keung, Ringo (Chairman) and three independent non-executive Directors, namely, Ms. Lee Kwun Ling, May Jean, Mr. Tai Man Hin, Tony and Mr. Yuen Shiu Wai.

Pursuant to the Articles, Mr. Chan Sek Keung, Ringo, Mr. Lawrence Tang and Ms. Lee Kwun Ling, May Jean shall retire from office at the AGM and, being eligible, will offer themselves for re-election.

Brief biographical details of the said retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Wednesday, 30 April 2014 at 10:00 a.m. is set out on pages 14 to 18 of this circular.

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 and return it to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM 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 AGM or any adjourned meeting should you so desire.

COMPETITION AND CONFLICT OF INTEREST

None of the Directors or substantial shareholders of the Company or any of its respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interests with the Group as at the Latest Practicable Date.

RECOMMENDATION

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the Repurchase Mandate; (ii) the Issue Mandate; and (iii) the re-election of retiring Directors.

The Directors consider that (i) the Repurchase Mandate; (ii) the Issue Mandate and (iii) the re-election of Directors 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 the corresponding resolutions to be proposed at the AGM respectively.

LETTER FROM THE BOARD

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principal place of business of the Company in Hong Kong during normal business hours from the date of this circular up to and including the date of the AGM:

- (i) the memorandum of association of the Company and the Articles; and
- (ii) this circular.

Yours faithfully,
By order of the Board
Finsoft Corporation
Chan Sek Keung, Ringo
Chairman

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 200,000,000 Shares in issue or an issued share capital of HK\$2,000,000. As at the Latest Practicable Date, there were no outstanding share options granted under the Share Option Scheme of the Company entitling the holders thereof to subscribe for any Shares.

Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no Shares will be issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to 20,000,000 Shares of HK\$0.01 each (or 200,000,000 Subdivided Shares assuming completion of the Share Subdivision), representing 10% of the total number of Shares in issue and a share capital of HK\$200,000 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 as 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 in general meeting of the Company.

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from 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 distribution or the proceeds of a new issue of the shares made for the purpose of the redemption. 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 REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed 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 repurchase of Shares will benefit the Company and the Shareholders as a whole.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on GEM from 26 September 2013, the date of listing of the Shares on GEM (the "Listing Date") up to the Latest Practicable Date were as follows:

	Shares Price	
	Highest HK\$	Lowest HK\$
2013		
September (from the Listing Date 26 September to 30 September)	6.40	1.40
October	5.63	3.50
November	5.28	4.66
December	5.09	4.55
2014		
January	5.15	4.74
February	4.85	3.69
March	7.10	3.69

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

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.

Assuming that the substantial shareholders (as defined in the GEM Listing Rules) of the Company do not dispose of its Shares upon exercise of the Repurchase Mandate, the percentage of shareholdings of the substantial shareholders of the Company before and after such repurchase would be as follows:

Substantial Shareholders	Number of Shares held/ interested	Approximate percentage of shareholdings before repurchase	Approximate percentage of shareholdings after repurchase
Luster Wealth Limited <i>(Note)</i>	138,750,000	69.38%	77.08%
Woodstock Management Limited <i>(Note)</i>	138,750,000	69.38%	77.08%
Mr. Chan Sek Keung, Ringo <i>(Note)</i>	138,750,000	69.38%	77.08%

Note: Luster Wealth Limited is beneficially owned by Woodstock Management Limited as to 85%, which in turn is beneficially owned by Mr. Chan Sek Keung, Ringo as to 100%.

Based on the shareholding of the substantial shareholders of the Company set out above, in the event that the Directors exercise the power to repurchase shares under the Repurchase Mandate to be proposed at the AGM in full to the extent of repurchasing 20,000,000 Shares of HK\$0.01 each (or 200,000,000 Subdivided Shares assuming completion of the Share Subdivision), the interest of Luster Wealth Limited would be proportionally increased to approximately 77.08% and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

Save as set out above, the Directors 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 CONNECTED PERSONS

- (i) As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their associates (as defined under the GEM Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

- (ii) As at the Latest Practicable Date, no connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE CHANGE

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 2013).

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 effect on the working capital or gearing level 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 2013) which in the opinion of the Directors are from time to time appropriate for the Company. The number of the 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.

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

EXECUTIVE DIRECTOR

Mr. Lawrence Tang, aged 38, was appointed as an executive Director on 29 January 2014. Mr. Tang graduated from the University of Staffordshire in the United Kingdom with a Bachelor of Arts Degree in Law and Accounting.

He has broad experience in international trade and marketing in Europe, North America, Hong Kong and the PRC. Mr. Tang also possesses extensive experience and knowledge in the PRC market in (i) industrial management; (ii) project management; and (iii) management and operation. Mr. Tang was also an executive director of Jun Yang Solar Power Investments Limited (stock code: 397), a company listed on the Main Board of the Stock Exchange from December 2009 to October 2013. Save as disclosed above, Mr. Tang has no other major appointments and professional qualifications. As at the Latest Practicable Date, Mr. Tang was interested in 365,000 Shares in the capacity as a beneficial owner. Save as disclosed above, Mr. Tang is not interested in the securities of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Tang has entered into a service contract with the Company for a fixed term of 3 years but is subject to retirement by re-election in accordance with the Articles. The current emolument payable to Mr. Tang is HK\$780,000 per year which is determined by the Board after taking into account his background, qualification, experience, duties and responsibilities within the Group and the prevailing market condition. Save as disclosed above, Mr. Tang does not have any relationship with any Directors, senior management and substantial shareholders of the Company. Save as disclosed above, Mr. Tang did not hold any directorship in other listed public companies in the last three years. Mr. Tang has no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

CHAIRMAN AND NON-EXECUTIVE DIRECTOR

Mr. Chan Sek Keung, Ringo (陳錫強), aged 54, was appointed as a Director on 18 December 2012 and re-designated as a non-executive Director on 10 September 2013. Mr. Chan is the chairman of the Board. Mr. Chan obtained a degree of Bachelor of Science in Engineering from The University of Hong Kong in November 1981. He was a fellow member of The Hong Kong Institute of Directors. He was a member of the Chinese People's Political Consultative Conference (CPPCC) for Jinan, Shandong Province for the year 2012 and is currently a member of the CPPCC for Chengdu, Sichuan Province, the PRC. Mr. Chan has extensive experience in the networking industry. In 1981, Mr. Chan joined Infa Telecom Limited, a company principally engaged in telecommunication system integration. In 1984, Mr. Chan joined the electronics division of General Electric Company in Hong Kong. In 1985, Mr. Chan joined Case Communications Limited, a company principally engaged in manufacturing of network equipment, as the Far East regional manager. In 1988, Mr. Chan joined Wafer Telecom Limited, which was principally engaged in the trading of network equipment in Hong Kong, as the general manager and one of the shareholders of that company.

In November 1998, Mr. Chan founded MelcoLot Limited (“MelcoLot”) (stock code: 8198), a company principally engaged in the provision of lottery-related technologies, systems and solutions in the PRC whose securities are listed on the GEM of the Stock Exchange. Mr. Chan was appointed an executive director and chairman of MelcoLot from September 2001 to December 2009. He was re-designated as its non-executive director in December 2009 and resigned as its chairman with effect from February 2010. In March 2010, he was re-appointed as the chairman of MelcoLot. Since then, he remained as a non-executive director and chairman of MelcoLot until July 2013 when he resigned from both positions. Mr. Chan was appointed as MelcoLot’s advisor in August 2013. Save as disclosed above, Mr. Chan has no other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Chan held 100% interest in Woodstock Management Limited, which in turn held 85% interest in Luster Wealth Limited, a substantial shareholder of the Company. Save as disclosed above, Mr. Chan does not have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Chan has entered into a service contract with the Company for a fixed term of 2 years but is subject to retirement by re-election in accordance with the Articles. The current emolument payable to Mr. Chan is HK\$264,000 per year which is determined by the Board after taking into account his background, qualification, experience, duties and responsibilities within the Group and the prevailing market condition. Save as disclosed above, Mr. Chan does not have any relationship with any Directors, senior management and substantial shareholders of the Company. Save as disclosed above, Mr. Chan did not hold any directorship in other listed public companies in the last three years. Mr. Chan has no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Lee Kwun Ling, May Jean (李筠翎), aged 53, was appointed as an independent non-executive Director on 10 September 2013. From 1 December 2006 to 9 October 2012, Ms. Lee was employed by King Fook Holdings Limited and her last position was director of sales and brand development, Greater China. In October 2012, Ms. Lee joined Boucheron Hong Kong Limited as retail director. Ms. Lee is currently a director of Yan Oi Tong, a registered non-profit charitable organisation. Ms. Lee is currently studying a degree in Master of Business Administration (Executive) at the City University of Hong Kong. Save as disclosed above, Ms. Lee has no other major appointments and professional qualifications.

Ms. Lee has entered into a service contract with the Company for a fixed term of 2 years but is subject to retirement by re-election in accordance with the Articles. The current emolument payable to Ms. Lee is HK\$60,000 per year, which is determined by the Board after taking into account her background, qualification, experience, duties and responsibilities within the Group and the prevailing market condition. Save as disclosed above, Ms. Lee does not have any relationship with any Directors, senior management and substantial shareholders of the Company. Save as disclosed above, Ms. Lee did not hold any directorship in other listed public companies in the last three years and she is not interested in the securities of the Company within the meaning of Part XV of the SFO. Ms. Lee has no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

FINSOFT CORPORATION
匯財軟件公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Finsoft Corporation (the “**Company**”) will be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Wednesday, 30 April 2014 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements together with the reports of the directors (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2013.
2.
 - (a) To re-elect Mr. Lawrence Tang as an executive Director.
 - (b) To re-elect Mr. Chan Sek Keung, Ringo as a non-executive Director.
 - (c) To re-elect Ms. Lee Kwun Ling, May Jean as an independent non-executive Director.
 - (d) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.
4. 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 of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**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 or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the aggregate nominal amount of the shares of the Company which the Directors is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) 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 general meeting.”

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

NOTICE OF AGM

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued 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 for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or 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 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 of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; 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 general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to the holders of shares of the Company 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).”

NOTICE OF AGM

6. 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. 4 and 5 as set out in the notice convening the Meeting (the “**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. 5 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4 as set out in the Notice, provided that such amount of shares shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By order of the Board
Finsoft Corporation
Chan Sek Keung, Ringo
Chairman

Hong Kong, 28 March 2014

Head Office and Principal Place of Business in Hong Kong:

23/F, W Square
318 Hennessy Road
Wanchai
Hong Kong

Registered Office:

Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Notes:

1. Any member 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 stead. A proxy need not be a member of the Company.
2. A form of proxy of the Meeting is enclosed. If the appointer is 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. Where there are joint registered holders of any shares, 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 were solely entitled thereto; but if more than one of such joint holders be present at the above 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.

NOTICE OF AGM

4. 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 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution no. 2, three Directors will retire from office at the Meeting in accordance with the articles of association of the Company and, being eligible, will offer themselves for re-election. Details of these Directors are set out in Appendix II to the circular.
7. An explanatory statement as required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange ("GEM Listing Rules") in connection with the Repurchase Mandate under resolution no. 4 above is set out in Appendix I to the circular.
8. The register of members of the Company will be closed from Monday, 28 April 2014 to Wednesday, 30 April 2014, both days inclusive, during which no transfer of shares can be registered. To qualify for the attendance at the forthcoming annual general meeting to be held on Wednesday, 30 April 2014, shareholders 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 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong no later than 4:00 p.m. on Friday, 25 April 2014.
9. As at the date of this notice, the Board consists of two executive Directors, namely Mr. Li Hoi Kong and Mr. Lawrence Tang, one non-executive Director, namely, Mr. Chan Sek Keung, Ringo (Chairman) and three independent non-executive Directors, namely Ms. Lee Kwun Ling, May Jean, Mr. Tai Man Hin, Tony and Mr. Yuen Shiu Wai.