
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 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 (“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 CORPORATION

匯財軟件公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

PROPOSED SHARE SUBDIVISION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (“EGM”) of the Company to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong at 11:00 a.m. on Monday, 16 February 2015 is set out on pages 11 to 13 of this circular. A form of proxy for use by the shareholders of the Company at the EGM is enclosed herein.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying 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 A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcement” page of the website of the Growth Enterprise Market of the Stock Exchange at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.finsoftcorp.com.

29 January 2015

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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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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

“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for business of dealing in securities
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Finsoft Corporation, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong at 11:00 a.m. on Monday, 16 February 2015 to consider the ordinary resolution to be proposed to approve the Share Subdivision
“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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 January 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Share Option(s)”	share option(s) granted or to be granted under the Share Option Scheme entitling the holders thereof to subscribe for Share(s) or Subdivided Share(s) (as the case may be)
“Share Option Scheme”	the share option scheme of the Company adopted pursuant to a written resolution of the Shareholders passed on 10 September 2013
“Share Registrar”	Union Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong
“Share Subdivision”	the proposed subdivision of every one (1) issued and unissued Share into two (2) Subdivided Shares of HK\$0.0005 each
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Shares”	subdivided ordinary shares of HK\$0.0005 each in the issued and unissued share capital of the Company upon completion of the Share Subdivision

EXPECTED TIMETABLE

The expected timetable of the proposed Share Subdivision is set out as follows:–

2015

Latest time for lodging forms of proxy for the EGM	11:00 a.m. on Saturday, 14 February
Date and time of the EGM	11:00 a.m. on Monday, 16 February
Announcement of voting results of the EGM	Monday, 16 February
Effective date of the Share Subdivision	Tuesday, 17 February
First day of free exchange of existing share certificates for new share certificates for the Subdivided Shares	9:00 a.m. on Tuesday, 17 February
Dealings in Subdivided Shares commence	9:00 a.m. on Tuesday, 17 February
Original counter for trading in the Shares in board lots of 5,000 Shares temporarily closes	9:00 a.m. on Tuesday, 17 February
Temporary counter for trading in the Subdivided Shares in board lots of 10,000 Subdivided Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 17 February
Original counter for trading in the Subdivided Shares in board lots of 5,000 Subdivided Shares (in the form of new share certificates) re-opens	9:00 a.m. on Thursday, 5 March
Parallel trading in the Subdivided Shares (in form of new share certificates and existing share certificates) commences	9:00 a.m. on Thursday, 5 March
Designated broker starts to stand in the market to provide matching services for odd lots of the Subdivided Shares	9:00 a.m. on Thursday, 5 March
Temporary counter for trading in the Subdivided Shares in board lots of 10,000 Subdivided Shares (in the form of existing share certificates) ends	4:00 p.m. on Wednesday, 25 March

EXPECTED TIMETABLE

2015

Parallel trading in the Subdivided Shares
(in form of new share certificates and
existing share certificates) ends 4:00 p.m. on Wednesday, 25 March

Designated broker ceases to stand in the market to
provide matching services for odd lots of
the Subdivided Shares 4:00 p.m. on Wednesday, 25 March

Last day for free exchange of existing share certificates
for new share certificates for the Subdivided Shares 4:00 p.m. on Friday, 27 March

All times and dates in this circular refer to Hong Kong local times and dates. Dates specified in expected timetable above are subject to the results of the EGM and for indicative purpose only. The Shareholders will be informed of any significant changes to the expected timetable by announcement as and when appropriate.

LETTER FROM THE BOARD

FINSOFT CORPORATION

匯財軟件公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

Executive Directors:

Mr. Li Hoi Kong

Mr. Lawrence Tang

Non-executive Director:

Mr. Chan Sek Keung, Ringo (*Chairman*)

Registered office:

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Independent non-executive Directors:

Ms. Lee Kwun Ling, May Jean

Mr. Tai Man Hin, Tony

Mr. Yuen Shiu Wai

Head office and principal place of business

in Hong Kong:

23/F, W Square

318 Hennessy Road

Wanchai

Hong Kong

29 January 2015

To the Shareholders

Dear Sir or Madam,

PROPOSED SHARE SUBDIVISION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

On 31 December 2014, the Board announced that the Company proposed to seek Shareholders' approval at the EGM to approve the Share Subdivision.

The purpose of this circular is to provide you with information regarding (i) the proposed Share Subdivision; and (ii) to give you notice of the EGM.

LETTER FROM THE BOARD

PROPOSED SHARE SUBDIVISION

The Board proposes that every one (1) issued and unissued Share of HK\$0.001 each in the share capital of the Company be subdivided into two (2) Subdivided Shares of HK\$0.0005 each.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon the following conditions:

- (i) the passing of the necessary ordinary resolution by the Shareholders to approve the Share Subdivision at the EGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares to be in issue upon the Share Subdivision becoming effective.

Effects of the Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$10,000,000 divided into 10,000,000,000 Shares of par value of HK\$0.001 each, of which 2,000,000,000 Shares had been allotted and issued as fully paid or credited as fully paid.

Save for the Share Option Scheme, the Company had not adopted any other share option scheme as at the Latest Practicable Date. No Share Option had been granted by the Company under the Share Option Scheme since its adoption and up to the Latest Practicable Date. The existing 10% general limit under the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all Share Options to be granted under the Share Option Scheme is 200,000,000 Shares. The Company had no outstanding convertible securities, share options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares as at the Latest Practicable Date.

Upon the Share Subdivision becoming effective and on the basis that no further Shares will be allotted and issued or repurchased prior thereto, (i) the authorised share capital of the Company will remain at HK\$10,000,000 but will be subdivided into 20,000,000,000 Subdivided Shares of par value of HK\$0.0005 each, of which 4,000,000,000 Subdivided Shares will be in issue and fully paid or credited as fully paid; and (ii) the total nominal value of the new Subdivided Shares which may fall to be issued pursuant to the exercise of Share Options to be granted under the Share Option Scheme will remain at HK\$200,000 but the total number of new Subdivided Shares which may fall to be issued under the Share Option Scheme will be 400,000,000 Subdivided Shares.

LETTER FROM THE BOARD

Upon the Share Subdivision becoming effective, the Subdivided Shares shall rank pari passu in all respects with each other in accordance with the articles of association of the Company.

Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Subdivision, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or result in any change in the rights of the Shareholders.

The Shares are currently traded in board lots of 5,000 Shares. Upon the Share Subdivision becoming effective, the board lot size will remain unchanged and the Subdivided Shares will be traded in board lots of 5,000 Subdivided Shares.

Listing application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares to be in issue upon the Share Subdivision becoming effective. All necessary arrangements will be made for the Subdivided Shares to be admitted into CCASS established and operated by HKSCC.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal in is being currently proposed to be sought from any other stock exchange.

LETTER FROM THE BOARD

Reasons for the Share Subdivision

The Share Subdivision will increase the total number of shares of the Company in issue and correspondingly reduce the trading price of each share of the Company so that the market value per board lot of shares of the Company can be reduced to appeal to more investors. The Board is of the view that the increase in number of shares of the Company together with the reduction in the trading price of each share of the Company as a result of the Share Subdivision may improve the trading liquidity of the Subdivided Shares. Accordingly, the Board considers that the Share Subdivision is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the Subdivided Shares, the Company has appointed Gransing Securities Co., Limited to provide matching service, on a best effort basis, for the sale and purchase of odd lots of the Subdivided Shares arising from the Share Subdivision. Holders of odd lots of Subdivided Shares who wish to take advantage of this trading facility should contact Mr. Go Mau Ngai of Gransing Securities Co., Limited at Room 806, Far East Consortium Building, 121 Des Voeux Road Central, Central, Hong Kong (telephone number (852) 2544 0397) between 9:00 a.m. and 4:00 p.m. on any Business day from Thursday, 5 March 2015 to Wednesday, 25 March 2015 (both days inclusive). Shareholders should note that successful matching of the sale and purchase of odd lots of the Subdivided Shares will not be guaranteed. Any Shareholder, who is in doubt about the odd lot facility, is recommended to consult his/her/its own professional advisers.

EXCHANGE OF SHARE CERTIFICATES

Should the Share Subdivision becoming effective, Shareholders may submit existing share certificates in light blue colour to the Share Registrar of A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong in exchange for new share certificates for the Subdivided Shares, free of charge between 9:00 a.m. and 4:00 p.m. on any Business Day from Tuesday, 17 February 2015 to Friday, 27 March 2015 (both days inclusive). The new share certificates will be issued in light orange colour in order to distinguish them from the existing share certificates which are in light blue colour. It is expected that the new share certificates for the Subdivided Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the Share Registrar for exchange. Thereafter, existing share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) for each new share certificate for the Subdivided Shares issued or each existing share certificate for the Shares submitted for cancellation, whichever the number of share certificates involved is higher. Existing share certificates for the Shares will cease to be good for delivery but will continue to be good evidence of legal title and may be exchanged for new share certificates for the Subdivided Shares at any time at the expense of the Shareholders.

LETTER FROM THE BOARD

EGM

The EGM will be convened to consider and, if thought fit, approve the Share Subdivision.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the 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.

INTERESTS OF THE COMPLIANCE ADVISER

As notified by the compliance adviser of the Company, Ample Capital Limited, as at the Latest Practicable Date, except for (i) Ample Capital Limited's participation as the sponsor and its affiliated company, Ample Orient Capital Limited as one of the co-lead managers in relation to the Company's Listing on GEM; and (ii) the compliance adviser agreement entered into between the Company and Ample Capital Limited dated 17 September 2013, neither Ample Capital Limited nor its directors, employees or associates had any interest in relation to the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

LETTER FROM THE BOARD

COMPETITION AND CONFLICT OF INTEREST

None of the Directors or controlling Shareholders or any of its respective close associates competes or may compete 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

The Directors consider that the Share Subdivision is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution approving the Share Subdivision at the EGM.

Yours faithfully,
On behalf of the Board
Finsoft Corporation
Chan Sek Keung, Ringo
Chairman

NOTICE OF EGM

FINSOFT CORPORATION

匯財軟件公司

(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 (“**Meeting**”) of Finsoft Corporation (“**Company**”) will be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong at 11:00 a.m. on Monday, 16 February 2015, for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, the issued ordinary shares of the Company subdivided in the manner as set out in paragraph (a) of this resolution below (“**Share Subdivision**”):

- (a) with effect from the trading day immediately following the day on which this resolution is passed, being a day on which the Stock Exchange is open for the business of dealing in securities, every one (1) ordinary share of HK\$0.001 each in the share capital of the Company be subdivided into two (2) subdivided ordinary shares of HK\$0.0005 each (“**Subdivided Share(s)**”), such Subdivided Shares shall rank pari passu in all respects with each other in accordance with the articles of association of the Company; and
- (b) the directors of the Company (“**Directors**”) be and are generally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Subdivision.”

On behalf of the Board
Finsoft Corporation
Chan Sek Keung, Ringo
Chairman

Hong Kong, 29 January 2015

NOTICE OF EGM

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

Notes:

- (1) Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at the Meeting.
- (2) A form of proxy for use at the Meeting is enclosed. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting.
- (3) Completion and delivery 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 should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.
- (4) Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled to vote, but if more than one of such joint holders are present at the meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of members of the Company in respect of the joint holding.
- (5) In compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market on the Stock Exchange ("**GEM Listing Rules**"), the resolution to be proposed at the Meeting convened by this notice will be voted on by way of poll.
- (6) If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at www.finssoftcorp.com and the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled extraordinary general meeting.

NOTICE OF EGM

As at the date hereof, the board of Directors consists of Mr. Li Hoi Kong, and Mr. Lawrence Tang being the executive Directors, Mr. Chan Sek Keung, Ringo being the non-executive Director and Chairman and Ms. Lee Kwun Ling, May Jean, Mr. Tai Man Hin, Tony and Mr. Yuen Shiu Wai being the independent non-executive Directors.

This notice, 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 notice 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 notice misleading.

This notice will remain on the “Latest Company Announcement” page of the website of the Growth Enterprise Market of the Stock Exchange at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.finsoftcorp.com.