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

If you have sold or transferred all your shares in Finsoft Financial Investment Holdings Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED
匯財金融投資控股有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8018)

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

A notice convening the annual general meeting (“AGM”) of the Company to be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Monday, 25 June 2018 is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event by 10:00 a.m. on Saturday, 23 June 2018 or not later than 48 hours before any adjourned meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting should you so desire.

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.

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board 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 convened to be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Monday, 25 June 2018 or any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Companies Ordinance”	the Companies Ordinance (Cap. 622 of the Laws of Hong Kong)
“Directors”	the directors of the Company
“Extension Mandate”	the general and unconditional mandate proposed to be granted to the Directors to the effect that the number of Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to authorise the Directors to allot and issue or otherwise deal with new Shares of up to 20% of the aggregate number of Shares in issue as at the date of passing of an ordinary resolution approving the same
“Latest Practicable Date”	18 May 2018, 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, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	the general and unconditional mandate proposed to authorise the Directors to repurchase the fully paid-up Shares of up to 10% of the aggregate number of Shares in issue as at the date of passing of an ordinary resolution approving the same
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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

LETTER FROM THE BOARD

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

Executive Directors:

Mr. Chan Wai Lung (*Chairman*)

Ms. Lin Ting

Ms. Lam Ching Yee

Mr. Shi Shaowu

Registered office:

Clifton House

75 Fort Street, P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Non-executive Directors:

Mr. Fung Ka Lok Adams

Mr. Ng Wing Cheong Stephen

Headquarters, Head Office and

Principal Place of Business

in Hong Kong:

Office P, 21/F

Kings Wing Plaza 1

No. 3 On Kwan Street

Shatin, New Territories

Hong Kong

Independent non-executive Directors:

Mr. Lam Kai Yeung

Ms. Lee Kwun Ling, May Jean

Mr. Zhong Shi

24 May 2018

To the Shareholders

Dear Sir or Madam

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

AND

(2) PROPOSED RE-ELECTION OF DIRECTORS

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

* *For identification purposes only*

LETTER FROM THE BOARD

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

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

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

REPURCHASE MANDATE

On 18 May 2017, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase the ordinary shares of the Company. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to approve the Repurchase Mandate. As at the Latest Practicable Date, the Company had 1,260,582,340 Shares of HK\$0.005 each in issue. Subject to the passing of an ordinary resolution approving the Repurchase Mandate and on the basis that the total number of Shares in issue remains the same from the Latest Practicable Date up to the date of passing such resolution, exercise of the Repurchase Mandate in full would result in up to a maximum of 126,058,234 Shares, representing 10% of the total number of Shares in issue, being repurchased by the Company. An explanatory statement as required under the GEM Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

ISSUE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed to approve the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares. As at the Latest Practicable Date, the Company had 1,260,582,340 Shares of HK\$0.005 each in issue. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that the total number of Shares in issue remains the same from the Latest Practicable Date up to the date of passing such resolution, the exercise of the Issue Mandate in full would result in up to a maximum of 252,116,468 Shares, representing 20% of the total number of Shares in issue. Such Shares may be issued by the Company during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. In addition, an ordinary resolution in relation to the Extension Mandate will be proposed to extend the Issue Mandate by adding to it such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of four executive Directors, namely, Mr. Chan Wai Lung (“**Mr. Chan**”) (Chairman of the Board), Ms. Lin Ting, Ms. Lam Ching Yee and Mr. Shi Shaowu (“**Mr. Shi**”), two non-executive Directors, namely, Mr. Fung Ka Lok Adams (“**Mr. Fung**”) and Mr. Ng Wing Cheong Stephen, and three independent non-executive Directors, namely, Mr. Lam Kai Yeung, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi (“**Mr. Zhong**”).

Pursuant to Article 108(a) of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Further, pursuant to Article 112 of the Articles, (i) any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting; and (ii) any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Chan, Mr. Fung and Mr. Shi, who were appointed by the Board as additional Directors, and Mr. Zhong, who was appointed by the Board to fill a casual vacancy, shall retire from office at the AGM. Mr. Fung will not offer himself for re-election at the AGM due to his own business commitment. As at the Latest Practicable Date, Mr. Fung confirmed that there was no disagreement with the Board and there was no matter relating to his retirement that needed to be brought to the attention of the Shareholders. Mr. Chan, Mr. Shi and Mr. Zhong, each being eligible, will offer himself for re-election at the AGM.

The Board has assessed the independence of Mr. Zhong including reviewing his annual written confirmation of independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules. The Board has also considered the relevant experience, working profile and other factors of Mr. Zhong as set out in Appendix II to this circular. The Board is satisfied that Mr. Zhong has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board believes that the re-election of Mr. Zhong as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

The biographical details of each of Mr. Chan, Mr. Shi and Mr. Zhong are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Monday, 25 June 2018 is set out on pages AGM-1 to AGM-6 of this circular.

In order to determine the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 20 June 2018 to Monday, 25 June 2018 (both days inclusive), during which period no transfer of Shares can be registered. To qualify for the attendance and voting at the AGM, Shareholders must ensure that all transfer documents accompanied by the relevant share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 19 June 2018.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event by 10:00 a.m. on Saturday, 23 June 2018 or not later than 48 hours before any adjourned meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting should you so desire.

COMPETITION AND CONFLICT OF INTEREST

As at the Latest Practicable Date, none of the Directors or controlling shareholders of the Company (as defined in the GEM Listing Rules) or any of their respective close associates (as defined in the GEM Listing Rules) had engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, or had any other conflict of interests with the Group.

LETTER FROM THE BOARD

RECOMMENDATION

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

The Directors (including the independent non-executive Directors) consider that the resolutions, including but not limited to: (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the Extension Mandate; and (iv) the re-election of Directors as set out in the notice of the AGM are in the interests of the Company, the Group and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board
Finsoft Financial Investment Holdings Limited
Mr. Chan Wai Lung
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 1,260,582,340 Shares in issue.

Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no Shares will be allotted, issued or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to 126,058,234 Shares, representing 10% of the total number of Shares in issue, being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed by the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a new issue of shares made for the purpose of the repurchase. It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

3. REASONS FOR SHARE REPURCHASES

Although the Directors have no present intention of exercising the Repurchase Mandate if so granted, the Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the Company's net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders as a whole.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in the previous 12 months and up to the Latest Practicable Date were as follows:

Year	Month	Share Price	
		Highest HK\$	Lowest HK\$
2017	April	0.4100	0.2800
	May	0.3600	0.2750
	June	0.4050	0.2300
	July	0.3600	0.2100
	August	0.2300	0.1790
	September	0.2700	0.1810
	October	0.2350	0.1990
	November	0.2340	0.1720
	December	0.1900	0.1150
2018	January	0.2100	0.1310
	February	0.1900	0.1300
	March	0.2100	0.1300
	April	0.1910	0.1330
	May (up to the Latest Practicable Date)	0.2250	0.1510

5 UNDERTAKING

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

6. TAKEOVERS CODE AND PUBLIC FLOAT

If, as a result of the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 or 32 of the Takeovers Code.

To the best of the Directors' knowledge and belief having made all reasonable enquiries, they are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. However, the Company undertakes not to repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

7. DISCLOSURE OF INTERESTS OF DIRECTORS AND CORE CONNECTED PERSONS

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

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company had notified the Company that he/she/it had a present intention to sell any Shares or that he/she/it has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE IMPACT

The exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2017).

The Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2017) which, in the opinion of the Directors, are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

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

Mr. Chan Wai Lung

Mr. Chan, aged 37, was appointed as an executive Director and the chairman of the Board on 8 June 2017. The biographical details of Mr. Chan are set out below:

Mr. Chan has years of experience in business planning and development. He has been a director of Draco International Investment (Holdings) Limited (specialising in designing corporate structures) since July 2013, an executive director of Element of eLiving Hong Kong Limited since October 2013, the chairman of the board of directors of Elite Pro-Management Limited (specialising in business process outsourcing) since October 2015, and a director of Draco Human Resources Management Limited since November 2016. Mr. Chan was appointed as a business development consultant (招商顧問) by the Management Committee of the Haining Economic Development Zone, Zhejiang Province, the PRC in April 2017. In October 2017, he obtained his Honorary Doctorate in Business Administration from Sabi University.

Mr. Chan was a director of the following private company incorporated in Hong Kong, which was dissolved by deregistration under section 751 of the Companies Ordinance:

Name of company	Principal business activity before deregistration	Date of dissolution
Marsa Wild Seafood of Canada Limited	Trading of seafood	7 August 2015

To the best of the knowledge and belief of Mr. Chan, the above company had ceased business and become defunct and was solvent at the time of it being dissolved by deregistration.

Mr. Chan has entered into a service contract with the Company for a term commencing from 1 January 2018 to 31 December 2018 (both days inclusive), unless terminated by no less than one month's notice in writing served by either party on the other, and is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. Mr. Chan is currently entitled to a remuneration consisting of an annual director's fee of HK\$120,000 and an annual salary of HK\$630,000, which was determined by the Board with reference to his background, qualifications, experience, duties and responsibilities within the Group and the prevailing market condition.

Mr. Chan is currently a director of Finsoft Finance Limited, Brilliant Corporate Finance Limited and Grant Ambition Limited, all of which are indirect wholly-owned subsidiaries of the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Chan did not hold any other major appointments and professional qualifications, and did not hold any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Chan (i) did not hold any directorships in any other listed companies in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Chan that need to be brought to the attention of the Shareholders.

Mr. Shi Shaowu

Mr. Shi, aged 47, was appointed as an executive Director on 16 May 2018. The biographical details of Mr. Shi are set out below:

Mr. Shi holds a degree of Doctor of Business Administration from Business School Netherlands and a degree of Master of Business Administration from Dongbei University of Finance & Economics in the PRC. From June 2005 to December 2012, Mr. Shi served as the president and the chairman of the board of Schmid Solar Shenzhen Ltd. He is currently the legal representative and the general manager of Sunii Holdings Co., Ltd., a director and the chief executive officer of 華旭企業管理有限公司 (for identification purpose only, Hua Xu Business Management Co., Ltd.), and the legal representative and the chairman of the board of 北京育龍教育投資有限公司 (for identification purpose only, Beijing Uloong Educational Investment Co., Ltd.).

In October 2017, Mr. Shi was selected as 全國萬名優秀創新創業導師 (for identification purpose only, “National 10,000 Outstanding Innovative Tutor”) by the Ministry of Education of the PRC. He is also a director of Hong Kong and Mainland International Investment Society Limited which specialises in the promotion of investment and cooperation between the PRC and Hong Kong.

Mr. Shi was a director of the following private companies incorporated in Hong Kong which were dissolved, the details of which are as follows:

Name of company	Principal business activity before dissolution	Date of dissolution	Details
International Industry-University-Research Innovation Holdings Limited	Promotion of industry-university research innovation	5 May 2017	Struck off under section 746 of the Companies Ordinance
AjnaPower Originality (H.K.) Corp., Limited	Research and development of new energy and medicine products	2 September 2016	Struck off under section 746 of the Companies Ordinance
Unitop International Industrial Limited	Trading	28 August 2015	Deregistered under section 751 of the Companies Ordinance

To the best of the knowledge and belief of Mr. Shi, each of the above companies had ceased business and become defunct and was solvent at the time of it being dissolved.

Mr. Shi has entered into a service contract with the Company for a term commencing from 16 May 2018 to 31 December 2018 (both days inclusive), unless terminated by no less than one month's notice in writing served by either party on the other, and is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. Mr. Shi is currently entitled to a remuneration consisting of an annual director's fee of HK\$120,000, which was determined by the Board with reference to his background, qualifications, experience, duties and responsibilities within the Group and the prevailing market condition.

As at the Latest Practicable Date, save as disclosed above, Mr. Shi did not hold any other major appointments and professional qualifications, and did not hold any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Shi (i) did not hold any directorships in any other listed companies in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Shi that need to be brought to the attention of the Shareholders.

Mr. Zhong Shi

Mr. Zhong, aged 34, was appointed as an independent non-executive Director, and a member of each of the audit committee, the remuneration committee and the nomination committee of the Board on 8 June 2017. The biographical details of Mr. Zhong are set out below:

Mr. Zhong holds a Bachelor degree of Engineering in Electronic and Information Engineering professions and a Bachelor degree of Management in Business and Administration profession respectively granted by the University of Electronic Science and Technology of China (電子科技大學), the PRC in 2005, and a Postgraduate Diploma in Integrated and Practicing Management from The University of Hong Kong in 2015. Mr. Zhong was qualified as a Financial Risk Manager by the Global Association of Risk Professionals in April 2010 and has completed the board secretary (董事會秘書) qualification training organised by the Shanghai Stock Exchange of the PRC in September 2015.

Mr. Zhong was an investment manager of Shanghai Acorn Campus Venture Capital Co., Ltd. (橡子園創業投資管理(上海)有限公司) from August 2009 to October 2011 and was an investment supervisor of Shanghai Leaguer Tsing-Yuan Venture Capital Management Partnership (Limited Partnership) (上海力合清源創業投資管理合夥企業(有限合夥)) from 2012 to 2013. He was the general manager of Shanghai Kanghao Investment Management Consultancy Limited (上海康昊投資管理諮詢有限公司) from January 2015 to December 2016. Currently, Mr. Zhong is the manager of Pingan Bright Fortune Investment Management Co., Ltd.. Mr. Zhong has years of experience in private equity and venture capital investment and has accumulated extensive social network in these areas.

Mr. Zhong has entered into a service contract with the Company for a term commencing from 1 January 2018 to 31 December 2018 (both days inclusive), unless terminated by no less than one month's notice in writing served by either party on the other, and is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. Mr. Zhong is currently entitled to a remuneration consisting of an annual director's fee of HK\$90,000, which was determined by the Board with reference to his background, qualifications, experience, duties and responsibilities within the Group and the prevailing market condition.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhong did not hold any other major appointments and professional qualifications, and did not hold any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Zhong (i) did not hold any directorships in any other listed companies in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Zhong that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Finsoft Financial Investment Holdings Limited (“**Company**”) will be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Monday, 25 June 2018 for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors (“**Directors**”) and the auditor of the Company for the year ended 31 December 2017.
2. (a) To re-elect Mr. Chan Wai Lung as an executive Director.

(b) To re-elect Mr. Shi Shaowu as an executive Director.

(c) To re-elect Mr. Zhong Shi as an independent non-executive Director.
3. To authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
4. To re-appoint PKF Hong Kong Limited as the auditor of the Company and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares (“**Shares**”) in the capital of the Company on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

* *For identification purposes only*

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- (b) the aggregate number of the Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued Shares as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

6. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures and any other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures and any other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) an issue of Shares under any share option scheme or similar arrangement adopted by the Company from time to time for the grant or issue to any eligible persons thereunder of Shares or rights to acquire Shares in the capital of the Company;
 - (iii) an issue of Shares as scrip dividends or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company in force from time to time; or
 - (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of issued Shares on the date of passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of the Shares which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares on the date of the passing of this resolution);

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

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- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting;

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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7. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions no. 5 and 6 as set out in the notice convening the Meeting (“**Notice**”), the general mandate granted to the Directors to allot, issue and deal with additional Shares in the capital of the Company pursuant to resolution no. 6 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 5 as set out in the Notice, provided that such amount of Shares shall not exceed 10% of the number of issued Shares of the Company as at the date of passing of this resolution.”

By order of the Board
Finsoft Financial Investment Holdings Limited
Mr. Chan Wai Lung
Chairman

Hong Kong, 24 May 2018

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:*
Office P, 21/F
Kings Wing Plaza 1
No. 3 On Kwan Street
Shatin, New Territories
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his/her/its stead. A proxy needs not be a shareholder of the Company.
2. A form of proxy of the Meeting is enclosed. The form of proxy shall be signed by the shareholder of the Company or his/her/its attorney duly authorised in writing or, in the case of a corporation, the form of proxy must be made under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event by 10:00 a.m. on Saturday, 23 June 2018 or not later than 48 hours before any adjourned Meeting.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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5. Where there are joint registered holders of any share, any one of such persons may vote at the above Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. An explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate under resolution no. 5 above is set out in Appendix I to the circular.
7. In order to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 20 June 2018 to Monday, 25 June 2018 (both days inclusive), during which no transfer of shares can be registered. To qualify for the attendance and voting at the Meeting, 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 19 June 2018.
8. As at the date of this notice, the Board consists of four executive Directors, namely Mr. Chan Wai Lung (Chairman), Ms. Lin Ting, Ms. Lam Ching Yee and Mr. Shi Shaowu, two non-executive Directors, namely Mr. Fung Ka Lok Adams and Mr. Ng Wing Cheong Stephen, and three independent non-executive Directors, namely, Mr. Lam Kai Yeung, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi.
9. 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.finsofthk.com and of the GEM at www.hkgem.com to notify the shareholders of the Company of the date, time and place of the rescheduled Meeting.
10. References to time and dates in this notice are to Hong Kong time and dates.