
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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 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 SHARE CONSOLIDATION;
- (2) PROPOSED GRANT OF REPURCHASE MANDATE
AND ISSUE MANDATE;
- (3) PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT UNDER
THE SHARE OPTION SCHEME;
- (4) PROPOSED RE-ELECTION OF DIRECTORS;
AND
- (5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) of the Company to be held at Room SOHO 2, 6/F, Ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong at 10:00 a.m. on Wednesday, 23 June 2021 is set out on pages AGM-1 to AGM-7 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 Monday, 21 June 2021 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 and in such event, the form of proxy previously submitted shall be deemed to be revoked.

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

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

24 May 2021

* For identification purposes only

PRECAUTIONARY MEASURES FOR THE AGM

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

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

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

CONTENTS

	<i>Page</i>
Characteristics of GEM	iii
Responsibility statement	iv
Definitions	1
Expected timetable	5
Letter from the Board	7
Appendix I – Explanatory statement on the Repurchase Mandate	22
Appendix II – Details of the Directors proposed to be re-elected	25
Notice of annual general meeting	AGM-1

CHARACTERISTICS OF GEM

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

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

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

“10% General Limit”	the limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme, being 10% of the Company’s issued share capital as at the date of adoption of the Share Option Scheme which has been “refreshed” and may be “refreshed” pursuant to the rules of the Share Option Scheme
“AGM”	the annual general meeting of the Company convened to be held at Room SOHO 2, 6/F, Ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong at 10:00 a.m. on Wednesday, 23 June 2021 or any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-7 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system, which is established and operated by the HKSCC

DEFINITIONS

“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“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
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.05 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	eligible participant(s) of the Share Option Scheme, being any employee (full-time or part-time), director, consultant or adviser of the Group, or any substantial shareholder of the Group, or any distributor, contractor, supplier, agent, customer, business partner or services provider of the Group
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.005 each in the share capital of the Company prior to the Share Consolidation having become effective
“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 Committee”	the GEM listing sub-committee of the board of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“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
“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 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Outstanding Share Options”	the outstanding share options granted under the Share Option Scheme
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	the general and unconditional mandate proposed to authorise the Directors to repurchase the fully paid-up Shares of up to 10% of the aggregate number of Shares in issue as at the date of passing of an ordinary resolution approving the same
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)

DEFINITIONS

“Share Option Scheme”	the share option scheme of the Company adopted by the Company pursuant to an ordinary resolution of all the then shareholders of the Company passed on 10 September 2013
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares of par value of HK\$0.005 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.05 each
“Share(s)”	Existing Share(s) or Consolidated Share(s), as the case may be
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“%”	per cent.

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

EXPECTED TIMETABLE

Set out below is the expected timetable for the Share Consolidation and the associated trading arrangements. This timetable is indicative only and may be varied due to additional time required for compliance with regulatory requirements. Shareholders will be informed of any significant changes to the expected timetable by public announcement as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Events	Time and date
Despatch date of circular with notice of AGM and form of proxy	Monday, 24 May 2021
Latest time for lodging transfers of Shares	4:00 p.m. on Thursday, 17 June 2021
Closure of the register of members (both dates inclusive)	Friday, 18 June 2021 to Wednesday, 23 June 2021
Latest time for lodging forms of proxy for the purpose of the AGM.	10:00 a.m. on Monday, 21 June 2021
AGM.	10:00 a.m. on Wednesday, 23 June 2021
Publication of announcement of results of the AGM	Wednesday, 23 June 2021

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation:

Effective date of the Share Consolidation	Friday, 25 June 2021 <i>(Note)</i>
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares.	Friday, 25 June 2021
Dealing in the Consolidated Shares commences	9:00 a.m. on Friday, 25 June 2021
Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Friday, 25 June 2021

EXPECTED TIMETABLE

Events	Time and date
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Friday, 25 June 2021
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens.	9:00 a.m. on Monday, 12 July 2021
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) commences	9:00 a.m. on Monday, 12 July 2021
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares	9:00 a.m. on Monday, 12 July 2021
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares.	4:00 p.m. on Friday, 30 July 2021
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) closes.	4:10 p.m. on Friday, 30 July 2021
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) ends	4:10 p.m. on Friday, 30 July 2021
Latest time for free exchange of existing share certificates for the new share certificates for the Consolidated Shares.	4:00 p.m. on Tuesday, 3 August 2021

Note: The expected effective date of the Share Consolidation is subject to the relevant conditions precedent being fulfilled.

LETTER FROM THE BOARD

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED 匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

Executive Directors:

Ms. Tin Yat Yu Carol (*Chairman*)
Mr. Chan Wai Lung
Ms. Lam Ching Yee
Ms. Lin Ting
Ms. So Wai Yee Betty

Registered office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Independent non-executive Directors:

Mr. Hon Ming Sang
Ms. Lee Kwun Ling, May Jean
Ms. Lo Wing Sze *BBS, JP*

Headquarters, Head Office and

Principal Place of Business

in Hong Kong:

Unit 708, 7th Floor
Capital Centre
151 Gloucester Road
Wanchai
Hong Kong

24 May 2021

To the Shareholders

Dear Sir or Madam

- (1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED GRANT OF REPURCHASE MANDATE
AND ISSUE MANDATE;
(3) PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT UNDER
THE SHARE OPTION SCHEME;
AND
(4) PROPOSED RE-ELECTION OF DIRECTORS**

INTRODUCTION

Reference is made to the announcement of the Company dated 26 April 2021 in relation to the Share Consolidation. 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, ordinary resolutions will be proposed for the Shareholders to approve, among other things:

- (i) the Share Consolidation;
- (ii) the Repurchase Mandate;
- (iii) the Issue Mandate;
- (iv) the Extension Mandate;
- (v) the refreshment of the 10% General Limit; and
- (vi) the re-election of Directors.

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

SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of par value of HK\$0.005 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$0.05 each.

Effects of the proposed Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$10,000,000 divided into 2,000,000,000 Existing Shares of par value of HK\$0.005 each, of which 1,260,582,340 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and assuming that no Existing Shares will be issued, repurchased or surrendered from the Latest Practicable Date until the effective date of the Share Consolidation, the authorised share capital of the Company will be HK\$10,000,000 divided into 200,000,000 Consolidated Shares of par value of HK\$0.05 each, of which 126,058,234 Consolidated Shares will be in issue as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other.

LETTER FROM THE BOARD

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the proportionate interests of the Shareholders, save that no fractional Consolidated Shares will be allocated to the Shareholders who may otherwise be entitled. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group.

Conditions for the proposed Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the AGM;
- (ii) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the GEM Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of all the above conditions, the Share Consolidation will become effective on the second Business Day after the AGM. As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Listing application

An application will be made to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated 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 Consolidated Shares on the Stock Exchange or such other date as may be 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

LETTER FROM THE BOARD

None of the Existing Shares are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement for matching service for odd lot

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed VC Brokerage Limited to provide matching service, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares, from Monday, 12 July 2021 to Friday, 30 July 2021 (both days inclusive). Shareholders holding odd lots of the Consolidated Shares who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or to top up to a full board lot may contact Mr. Leung Kam Pui of VC Brokerage Limited at 6th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong (telephone no. (852) 2101 8290) as soon as possible between 9:00 a.m. to 4:00 p.m. on any business day from Monday, 12 July 2021 to Friday, 30 July 2021 (both days inclusive).

Shareholders should note that matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Shareholders or potential investors of the Company should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.

LETTER FROM THE BOARD

Reasons for the Share Consolidation

Under Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has further stated that (i) market price of the shares at a level less than HK\$0.1 each will be considered as trading at extremity as referred to Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.00.

The Existing Shares had been trading below HK\$0.08 and a board lot of the Existing Shares had been traded below HK\$2,000 at all times during the past 12 months. In view of the recent trading price of the Existing Shares, the Board proposed to implement the Share Consolidation. The Share Consolidation will also allow the value of each board lot to be increased to more than HK\$2,000 and enable the Company to avoid incompliance with the trading requirements under the GEM Listing Rules. Further, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction fee for each securities trade. It is also hoped that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor, and thus help to further broaden the shareholder base of the Company.

In view of the above, the Board considers the Share Consolidation is justifiable notwithstanding the potential costs and impact arising from the creation of odd lots to the Shareholders. Accordingly, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company had no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company did not have any concrete plan to conduct any fundraising activities in the next 12 months. Having considered the Company’s current plan in relation to all corporate actions and equity fundraising activities for the next 12 months, the Directors are of the view that the Share Consolidation is reasonable and sufficient and in the best interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Exchange of Share Certificate

Subject to the Share Consolidation becoming effective, the Shareholders may during the period from Friday, 25 June 2021 to Tuesday, 3 August 2021 (both days inclusive) submit their existing share certificates in the colour of green for the Existing Shares 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, in exchange for new share certificates in the colour of purple for the Consolidated Shares at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only upon payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled or issued is higher.

Subject to and upon the Share Consolidation becoming effective, after 4:10 p.m. on Friday, 30 July 2021, trading will only be in Consolidated Shares and the existing share certificates in the colour of green will remain to be good evidence of legal title and may be exchanged for share certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, save for the Outstanding Share Options entitling the holders thereof to subscribe for 100,760,000 Existing Shares, the Company had no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into any Existing Shares or Consolidated Shares. The Share Consolidation will cause adjustments to be made to the exercise prices and/or the number of the Outstanding Share Options. The Company will engage an independent financial adviser or the auditors of the Company to certify the adjustments to the Outstanding Share Options and will inform the holders of the Outstanding Share Options of the adjustments accordingly. Upon the Share Consolidation becoming effective, the Outstanding Share Options will entitle the holders thereof to subscribe for 10,076,000 Consolidated Shares.

No change in board lot size

As at the Latest Practicable Date, the Existing Shares were traded on the Stock Exchange in the board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will continue to be 10,000 Consolidated Shares.

LETTER FROM THE BOARD

Based on the closing price of HK\$0.033 per Existing Share (equivalent to the theoretical closing price of HK\$0.33 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the market value of each existing board lot of the Existing Shares was HK\$330 and the theoretical market value of each board lot of the Consolidated Shares would be HK\$3,300 on the assumption that the Share Consolidation becomes effective.

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions set out in the paragraphs headed “Conditions for the proposed Share Consolidation” in this circular. Accordingly, the Share Consolidation may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

REPURCHASE MANDATE

On 24 June 2020, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to approve the Repurchase Mandate. As at the Latest Practicable Date, the Company had 1,260,582,340 Existing Shares. 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 Existing Shares, representing 10% of the total number of Existing 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 Existing Shares 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 Existing Shares, representing 20% of the total number of Existing Shares in issue, being issued by the Company during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. In addition, an ordinary resolution in relation to the Extension Mandate will be proposed to extend the Issue Mandate by adding to it such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF 10% GENERAL LIMIT UNDER THE SHARE OPTION SCHEME

Under the rules of the Share Option Scheme:

- (1) the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group is subject to the 10% General Limit;
- (2) the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the Shares in issue from time to time (“**30% Overall Limit**”); and
- (3) unless approved by the Shareholders, the total number of securities issued and to be issued upon exercise of the options granted to each Eligible Participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the relevant class of securities of the Company (or its subsidiaries) in issue.

The Company may seek approval from the Shareholders in general meeting for refreshing the 10% General Limit so that the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group shall be re-set at 10% of the Shares in issue as at the date of approval of the limit as “refreshed”. In this connection, options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the 10% General Limit as “refreshed”. As at the Latest Practicable Date, the Company did not have any share option scheme other than the Share Option Scheme.

LETTER FROM THE BOARD

Outstanding Share Options under the Share Option Scheme as at the Latest Practicable Date

As at the Latest Practicable Date, options entitling the holders thereof to subscribe for 100,760,000 Existing Shares, representing approximately 7.99% of the issued shares of the Company, remained outstanding, details of which are set out below:

Grantee	Date of grant	Vesting date	Exercise period	Exercise price	Number of Existing Shares that the grantee may subscribe for
Ms. Tin Yat Yu Carol	10 December 2020	10 December 2020	10 December 2020 to 9 December 2022	HK\$0.049 per Share	1,260,000
Ms. So Wai Yee Betty	10 December 2020	10 December 2020	10 December 2020 to 9 December 2022	HK\$0.049 per Share	12,600,000
A director of a subsidiary of the Company	10 December 2020	10 December 2020	10 December 2020 to 9 December 2022	HK\$0.049 per Share	12,600,000
Consultants of the Group (Note)	10 December 2020	10 December 2020	10 December 2020 to 9 December 2022	HK\$0.049 per Share	74,300,000
Total:					<u>100,760,000</u>

Note: Share options were granted to six consultants of the Group, all of whom assist the Group in formulating business development plans and expanding its business development by referring customers, business partners, investment opportunities and business opportunities to the Group.

Share Options were granted to the directors of members of the Group to reward their past contribution and provide incentives for their continued commitment and contribution to the Group in the future and share options were granted to the consultants of the Group as incentives to them for helping the Group to expand its business network, acquire and explore new business projects and opportunities.

As at the Latest Practicable Date, save for the Outstanding Share Options, the Company had no other outstanding convertible securities, options or warrants in issue which may confer any right to subscribe for, convert for or exchange for Shares.

LETTER FROM THE BOARD

Reasons for and benefits of the proposed refreshment of 10% General Limit under the Share Option Scheme

The purpose of the Share Option Scheme is to grant options in the sole discretion of the Board to Eligible Participants, who have made or may make contribution to the Group, so as to attract and retain the best available personnel and to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners and services providers of the Group and to promote the success of the business of the Group. Since the success of the business of the Group not only depends on the contribution of the employees and directors of the Group but also requires the cooperation and contribution from parties who play a part in the business and operations of the Group, including but not limited to consultants, advisors, business partners, suppliers and customers of the Group, the grant of options to parties other than employees and Directors is considered as an appropriate method of achieving such goal as options will offer incentives to such parties to provide better services and/or more stable and quality supplies to the Group, and/or maintain business relationship with the Group, thereby benefiting the long-term growth of the Group. The eligibility of any participants to the grant of any options shall be determined by the Directors from time to time on the basis of the Directors' opinion as to their contribution or potential contribution to the development and growth of the Group.

The 10% General Limit was last refreshed pursuant to an ordinary resolution (“**Last Refreshment Resolution**”) passed by the Shareholders at the annual general meeting of the Company held on 18 May 2017, allowing the Company to grant options to Eligible Participants to subscribe for a maximum of 126,058,234 Existing Shares, representing 10% of the issued Existing Shares as at the date of passing the Last Refreshment Resolution. Since the date of passing of the Last Refreshment Resolution and up to the Latest Practicable Date, options entitling the holders thereof to subscribe for an aggregate of 125,960,000 Existing Shares have been granted to the Eligible Participants, of which 25,200,000 options have lapsed and options entitling the holders thereof to subscribe for an aggregate of 100,760,000 Existing Shares remained outstanding, representing approximately 7.99% of the Existing Shares in issue as at the Latest Practicable Date.

The following table sets out the details of the Company's share options since the date of passing of the Last Refreshment Resolution:

	As at the Latest Practicable Date	
	Total number of underlying Existing Shares	Approximate % of issued Existing Shares
Granted	125,960,000	9.99
Exercised	–	–
Lapsed	25,200,000	2.00
Cancelled	–	–
Outstanding	100,760,000	7.99

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Directors may further grant options for 25,298,234 Existing Shares, representing approximately 2.01% of the Existing Shares in issue as at the Latest Practicable Date, under the existing 10% General Limit. As a result, unless the 10% General Limit is refreshed in accordance with the rules of the Share Option Scheme, the Company will not be able to further grant options for more than 25,298,234 Existing Shares under the Share Option Scheme and the Share Option Scheme cannot continue to attract and retain the best available personnel and to provide additional incentive to Eligible Participants for the benefits of the Group and the Shareholders. In order to provide the Company with greater flexibility in granting share options to Eligible Participants under the Share Option Scheme as incentives or rewards for their contribution to the Group, the Directors consider that it is in the interests of the Company and the Shareholders as a whole to grant the refreshment of the 10% General Limit, and the Directors will propose the passing of the ordinary resolution at the AGM for “refreshing” the 10% General Limit.

Effect of the proposed refreshment of the 10% General Limit on the Company’s shareholding structure

As at the Latest Practicable Date, the total number of Existing Shares in issue was 1,260,582,340 and the Company had no current plan or intention to grant new share options under the Share Option Scheme before the date of the AGM.

Upon the grant of the proposed refreshment of the 10% General Limit and assuming the total number of Shares in issue remains unchanged as at the date of the AGM, the Company may grant options to Eligible Participants to subscribe for a maximum of 126,058,234 Existing Shares (“**Available Limit**”), being 10% of the Existing Shares in issue as at the date of approval of the proposed refreshment of the 10% General Limit. If the Share Consolidation has been approved by the Shareholders at the AGM, such 126,058,234 Existing Shares of the Available Limit as refreshed at the AGM will be automatically adjusted to 12,605,823 Consolidated Shares immediately upon the Share Consolidation becoming effective.

On the basis of 1,260,582,340 Existing Shares in issue as at the Latest Practicable Date, the 30% Overall Limit represented a total of 378,174,702 Existing Shares. As at the Latest Practicable Date, the total number of Outstanding Share Options was 100,760,000. The maximum number of Existing Shares which might be issued upon the exercise of the Outstanding Share Options together with the Available Limit arising from the refreshment of the 10% General Limit amounted to 226,818,234, which represented approximately 17.99% of the issued Existing Shares as at the Latest Practicable Date, and accordingly, did not exceed the 30% Overall Limit as at the Latest Practicable Date.

LETTER FROM THE BOARD

Any further grant of options to an Eligible Participant shall not result in the securities issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant exceeding in aggregate 1% of the relevant class of securities in issue. The Company will comply with Rule 23.03(4) of the GEM Listing Rules for the grant of share options.

The refreshment of the 10% General Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the proposed refreshment at the AGM; and
- (ii) the GEM Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the AGM, which may fall to be allotted and issued pursuant to the exercise of the options that may be granted under the 10% General Limit so refreshed.

Application will be made to the Stock Exchange for obtaining the approval by the Stock Exchange for the listing of, and permission to deal in such number of Shares which may fall to be allotted and issued pursuant to the exercise of the options granted within the 10% General Limit so refreshed.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of five executive Directors, namely, Ms. Tin Yat Yu Carol (Chairman of the Board), Mr. Chan Wai Lung (“**Mr. Chan**”), Ms. Lam Ching Yee, Ms. Lin Ting and Ms. So Wai Yee Betty (“**Ms. So**”), and three independent non-executive Directors, namely, Mr. Hon Ming Sang (“**Mr. Hon**”), Ms. Lee Kwun Ling, May Jean and Ms. Lo Wing Sze *BBS, JP* (“**Ms. Lo**”).

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. Accordingly, Mr. Chan shall retire from office by rotation at the AGM and he, being eligible, will offer himself for re-election at the AGM. 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/her appointment and be subject to re-election at such meeting; and (ii) any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Ms. So, Mr. Hon and Ms. Lo, who were appointed by the Board as a Director with effect from 7 August 2020, 24 June 2020 and 21 August 2020 respectively, shall retire from office at the AGM, and being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

The nomination committee (“**Nomination Committee**”) of the Board has recommended the re-election of Mr. Hon and Ms. Lo to the Board, after reviewing their professional qualifications, skills, knowledge, relevant experience, working profile and other factors (including but not limited to gender, age, cultural and educational background as set out in the board diversity policy of the Company) in accordance with the nomination policy and the board diversity policy of the Company. The Nomination Committee has also assessed the independence of Mr. Hon and Ms. Lo by reference to the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules and reviewed their annual written confirmation of independence. The Nomination Committee had evaluated the past performance of Mr. Hon and Ms. Lo and found their performance satisfactory. The Nomination Committee considered that each of Mr. Hon and Ms. Lo will continue to bring to the Board his/her own perspectives, skills and experience as further detailed in Appendix II to this circular and that he/she can contribute to the diversity of the Board, in particular, with his/her strong educational background and extensive work experience. Therefore, the Board is satisfied that each of Mr. Hon and Ms. Lo has the required character, integrity, perspectives, skills and experience to continuously fulfill his/her role as an independent non-executive Director effectively. The Board believes that the re-election of each of Mr. Hon and Ms. Lo 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, Ms. So, Mr. Hon and Ms. Lo are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at Room SOHO 2, 6/F, Ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong at 10:00 a.m. on Wednesday, 23 June 2021 is set out on pages AGM-1 to AGM-7 of this circular.

In order to determine the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 18 June 2021 to Wednesday, 23 June 2021 (both days inclusive), during which period no transfer of Shares can be registered. To qualify for the attendance and voting at the AGM, the Shareholders must ensure that all transfer documents accompanied by the relevant share certificates are lodged with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Thursday, 17 June 2021.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed ordinary 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.

LETTER FROM THE BOARD

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 Monday, 21 June 2021 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 and in such event, the form of proxy previously submitted shall be deemed to be revoked.

COMPETITION AND CONFLICT OF INTEREST

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

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

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or their respective close associates (having the meaning ascribed to it in the GEM Listing Rules) had engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, or had any other conflict of interests with the Group. As at the Latest Practicable Date, the Company did not have any controlling Shareholder (having the meaning ascribed to it in the GEM Listing Rules).

LETTER FROM THE BOARD

RECOMMENDATION

At the AGM, ordinary resolutions will be proposed for the Shareholders to approve, among other things, (i) the Share Consolidation; (ii) the Repurchase Mandate; (iii) the Issue Mandate; (iv) the Extension Mandate; (v) the refreshment of 10% General Limit; and (vi) the re-election of Directors.

The Directors (including the independent non-executive Directors) consider that the ordinary resolutions, including but not limited to: (i) the Share Consolidation; (ii) the Repurchase Mandate; (iii) the Issue Mandate; (iv) the Extension Mandate; (v) the refreshment of the 10% General Limit; and (vi) 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 ordinary resolutions to be proposed at the AGM.

Yours faithfully

On behalf of the Board

Finsoft Financial Investment Holdings Limited

Ms. Tin Yat Yu Carol

Chairman

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to you for consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 1,260,582,340 Existing 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 Existing 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.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

4. SHARE PRICES

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

Year	Month	Share Price	
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020	April	0.0600	0.0500
	May	0.0770	0.0550
	June	0.0750	0.0540
	July	0.0640	0.0530
	August	0.0670	0.0470
	September	0.0600	0.0450
	October	0.0580	0.0480
	November	0.0500	0.0400
	December	0.0550	0.0400
2021	January	0.0540	0.0410
	February	0.0540	0.0430
	March	0.0550	0.0320
	April	0.0380	0.0300
	May (up to the Latest Practicable Date)	0.0540	0.0250

5. UNDERTAKING

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

6. TAKEOVERS CODE AND PUBLIC FLOAT

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

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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

7. DISCLOSURE OF INTERESTS OF DIRECTORS AND CORE CONNECTED PERSONS

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

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

8. MATERIAL ADVERSE IMPACT

The exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2020).

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 2020) which, in the opinion of the Directors, are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

9. SHARE REPURCHASE MADE BY THE COMPANY

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

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

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

Mr. Chan Wai Lung

Mr. Chan, aged 40, was appointed as an executive Director with effect from 8 June 2017. Mr. Chan is currently a director of a number of indirect wholly-owned subsidiaries of the Company.

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, 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 non-executive director of Noble Engineering Group Holdings Limited (a company listed on GEM of the Stock Exchange with stock code: 8445) from August 2018 to January 2020.

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 (Chapter 622 of the Laws of Hong Kong):

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.

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

Mr. Chan has entered into a service contract with the Company for a term commencing from 1 January 2021 to 31 December 2023 (both days inclusive), unless terminated by not 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 and other related provisions as stipulated in the Articles and the GEM Listing Rules. Mr. Chan is currently entitled to a remuneration consisting of a monthly director's fee of HK\$10,000 and a monthly salary of HK\$110,000, which was determined by the Board with reference to his background, qualifications, experience, duties and responsibilities within the Group and the prevailing market conditions.

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

As at the Latest Practicable Date, Mr. Chan did not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders (both having the meaning ascribed to them in the GEM Listing Rules) and was not interested in any Shares within the meaning of Part XV of the SFO.

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

Ms. So Wai Yee Betty

Ms. So, aged 39, was appointed as an executive Director with effect from 7 August 2020 and was appointed as the company secretary, the chief financial officer of the Company, one of the authorised representatives (for the purpose of Rule 5.24 of the GEM Listing Rules) and the authorised representative (for the purpose of accepting service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company with effect from 21 August 2020.

She graduated with an honour degree in Bachelor of Business Administration (Accounting & Finance) from The University of Hong Kong. She is a fellow member and a certified public accountant (practicing) of the Hong Kong Institute of Certified Public Accountants. She is also a member of the Hong Kong Securities and Investment Institute. Since January 2017, Ms. So has been a licensed representative of VC Capital Limited for Type 6 regulated activity under the SFO, a licensed representative of VC Brokerage Limited for Type 1 and Type 4 regulated activities under the SFO and a licensed representative of VC Asset Management Limited for Type 9 regulated activity under the SFO.

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

Ms. So has over 15 years of working experience in finance industry. She previously worked for an international accounting firm in Hong Kong, engaged in various corporate transactions such as initial public offerings, merger and acquisitions, restructuring and auditing. During her career, she also worked for listed companies for more than 10 years and had extensive experience in financial management, assets management, equity investment and fund raising. Ms. So was an independent non-executive director of China Public Procurement Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1094) from November 2007 to September 2009. Ms. So was a non-executive director of Value Convergence Holdings Limited (“**VC Holdings**”) (a company listed on the Main Board of the Stock Exchange with stock code: 821) from November 2009 to January 2010, and was re-designated to an executive director of VC Holdings from January 2010 to November 2016. She was also a chief financial officer of VC Holdings from January 2010 to January 2017.

Ms. So has entered into a service contract with the Company for a term commencing from 1 January 2021 to 31 December 2023 (both days inclusive) unless terminated by not 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 and other related provisions as stipulated in the Articles and the GEM Listing Rules. Ms. So is currently entitled to a monthly director’s fee of HK\$50,000, which was determined by the Board with reference to her background, qualifications, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, Ms. So was interested in 12,600,000 underlying Existing Shares (being the share options to subscribe for 12,600,000 Existing Shares granted under the Share Option Scheme) within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Ms. So (i) did not hold any other major appointments and professional qualifications; (ii) did not hold any other positions with the Company or other members of the Group; and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. So (i) did not hold any directorships in other listed companies in the last three years; and (ii) did not have any relationships with any Directors, senior management of the Company, substantial or controlling Shareholders (both having the meaning ascribed to them in the GEM Listing Rules).

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

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

Mr. Hon Ming Sang

Mr. Hon, aged 42, was appointed as an independent non-executive Director, the chairman of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 24 June 2020.

Mr. Hon graduated with an honor degree of Professional Accountancy in the School of Accountancy from The Chinese University of Hong Kong. Mr. Hon is a CFA charterholder. He is also a member of The Hong Kong Society of Financial Analysts, a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate member of The Hong Kong Institute of Chartered Secretaries and an associate member of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators). Mr. Hon has previously worked in an international audit firm and has over 12 years of working experience in listed companies and financial institutions. He has extensive experience in corporate finance, merger and acquisition, investment and financial management and compliance services.

Mr. Hon is currently an executive director and company secretary of SFund International Holdings Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1367). Mr. Hon has been an independent non-executive director of CEFC Hong Kong Financial Investment Company Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1520) since November 2016. Mr. Hon has been an independent non-executive director of Asia Energy Logistics Group Limited (a company listed on the Main Board of the Stock Exchange with stock code: 351) since November 2020.

Mr. Hon has entered into an appointment agreement with the Company for a term commencing from 1 January 2021 to 31 December 2023 (both days inclusive) unless terminated by not 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 other related provisions as stipulated in the Articles and the GEM Listing Rules. Mr. Hon is currently entitled to a monthly director's fee of HK\$12,000, which was determined by the Board with reference to his background, qualifications, experience, duties and responsibilities within the Group and the prevailing market conditions.

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

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

As at the Latest Practicable Date, Mr. Hon did not have any relationships with any Directors, senior management of the Company, substantial or controlling Shareholders (both having the meaning ascribed to them in the GEM Listing Rules) and was not interested in any Shares within the meaning of Part XV of the SFO.

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

Ms. Lo Wing Sze *BBS, JP*

Ms. Lo, aged 49, 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 Company with effect from 21 August 2020.

She obtained a degree of Bachelor of Economics from the University of Sydney in Australia in 1995 and obtained a degree of Master of Commerce in Finance from the University of New South Wales in Australia in 1997. Ms. Lo is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a certified practicing accountant of CPA Australia. She was appointed as a Justice of the Peace and awarded the Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region (“**HKSAR**”) in June 2017 and October 2020 respectively. Ms. Lo has been an Honorary Court Member of Lingnan University since June 2020.

Ms. Lo has been a financial director of Million Tour Limited since 1999. Ms. Lo has been a member of HKSAR Advisory Committee on Admission of Quality Migrants and Professionals since July 2018, a member of HKSAR Museum Advisory Committee since October 2016, a member of HKSAR Social Welfare Advisory Committee since December 2015 and a co-opted member of the finance and management working group of HKSAR Chinese Temples Committee since October 2015. Ms. Lo served as a council member of Lingnan University from October 2015 to September 2019 and was appointed as the treasurer of the council of Lingnan University from November 2018 to September 2019. Ms. Lo was an award council member of the Hong Kong Award for Young People from February 2014 to January 2018 and a member of HKSAR Nonlocal Higher and Professional Education Appeal Board from December 2016 to December 2019. Ms. Lo has been an independent non-executive director of CEFC Hong Kong Financial Investment Company Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1520) since January 2021.

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

Ms. Lo has entered into an appointment agreement with the Company for a term commencing from 1 January 2021 to 31 December 2023 (both days inclusive) unless terminated by not 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 and other related provisions as stipulated in the Articles and the GEM Listing Rules. Ms. Lo is entitled to a monthly director's fee of HK\$10,000, which is determined by the Board with reference to her background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

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

As at the Latest Practicable Date, Ms. Lo did not have any relationships with any Directors, senior management of the Company, substantial or controlling Shareholders (both having the meaning ascribed to them in the GEM Listing Rules) and was not interested in any shares of the Company 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 Ms. Lo 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 SOHO 2, 6/F, Ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong at 10:00 a.m. on Wednesday, 23 June 2021 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 2020.
2.
 - (a) To re-elect Mr. Chan Wai Lung as an executive Director.
 - (b) To re-elect Ms. So Wai Yee Betty as an executive Director.
 - (c) To re-elect Mr. Hon Ming Sang as an independent non-executive Director.
 - (d) To re-elect Ms. Lo Wing Sze *BBS, JP* as an independent non-executive Director.
3. To authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
4. To re-appoint RSM Hong Kong as the auditor of the Company and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares (“**Shares**”) in the capital of the Company on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“**GEM Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued Shares as at the date of passing this resolution, and the said approval shall be limited accordingly;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

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

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

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

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

“**THAT:**

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

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than:
- (i) a Rights Issue (as hereinafter defined);
 - (ii) an issue of Shares under any share option scheme or similar arrangement adopted by the Company from time to time for the grant or issue to any eligible persons thereunder of Shares or rights to acquire Shares in the capital of the Company;
 - (iii) an issue of Shares as scrip dividends or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company in force from time to time; or
 - (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of issued Shares on the date of passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of the Shares which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares on the date of the passing of this resolution);
- and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(e) for the purpose of this resolution:

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

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

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** subject to and conditional upon the Stock Exchange granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the then shareholders of the Company on 10 September 2013 (“**Share Option Scheme**”), representing 10 per cent. of the number of issued shares of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10 per cent. mandate under the Share Option Scheme (“**10% General Limit**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10 per cent. of the number of the issued shares of the Company as at the date on which this resolution is passed (“**Refreshed 10% General Limit**”) (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the 10% General Limit); and
- (b) the Board or a duly authorised committee thereof be and is hereby authorised:
- (i) at its absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed 10% General Limit in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed 10% General Limit, and

if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the Refreshed 10% General Limit set out in paragraph (a) above shall be adjusted to the effect that the number of shares of the Company subject to such limit as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** subject to and conditional upon the granting by the Stock Exchange of the listing of, and permission to deal in, the issued ordinary shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (“**Share Consolidation**”):

- (a) with effect from the second business day immediately following the date on which this resolution is passed, being a day on which shares are traded on the Stock Exchange, every ten (10) issued and unissued existing ordinary shares of par value of HK\$0.005 each in the share capital of the Company (“**Existing Shares**”) be consolidated into one (1) share of par value of HK\$0.05 (each a “**Consolidated Share**”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company so that following the Share Consolidation the authorised share capital of the Company will be changed from HK\$10,000,000 divided into 2,000,000,000 Existing Shares of par value of HK\$0.005 each to HK\$10,000,000 divided into 200,000,000 Consolidated Shares of par value of HK\$0.05 each;
- (b) all fractional Consolidated Shares will be disregarded and not be issued to the holders of the Existing Shares but will be aggregated and, if possible, sold for the benefit of the Company; and
- (c) the directors of the Company 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 Consolidation.”

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

Hong Kong, 24 May 2021

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Headquarters, head office and
principal place of business
in Hong Kong:*

Unit 708, 7th Floor
Capital Centre
151 Gloucester Road
Wanchai
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one proxy, or if he/she/it is the holder of two or more shares, more than one proxy to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company.
2. A form of proxy of the Meeting is enclosed. The form of proxy shall be signed by the shareholder of the Company or his/her/its attorney duly authorised in writing or, in the case of a corporation, the form of proxy must be made under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event by 10:00 a.m. on Monday, 21 June 2021 or not later than 48 hours before any adjourned Meeting.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such persons may vote at the above Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 5 above is set out in Appendix I to the circular of the Company dated 24 May 2021.
7. In order to determine the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 18 June 2021 to Wednesday, 23 June 2021 (both days inclusive), during which no transfer of shares can be registered. To qualify for the attendance and voting at the Meeting, shareholders of the Company must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Thursday, 17 June 2021.
8. References to time and dates in this notice are to Hong Kong time and dates.
9. As at the date of this notice, the Board consists of five executive Directors, namely Ms. Tin Yat Yu Carol (Chairman), Mr. Chan Wai Lung, Ms. Lam Ching Yee, Ms. Lin Ting and Ms. So Wai Yee Betty, and three independent non-executive Directors, namely Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Ms. Lo Wing Sze *BBS, JP*.