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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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;**  
**(3) AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION;**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“**AGM**”) of the Company to be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 23 June 2023 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 11:00 a.m. on Wednesday, 21 June 2023 or not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so desire and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.com.hk> for a minimum period of 7 days from the date of posting and the website of the Company at [www.finsofthk.com](http://www.finsofthk.com).

23 May 2023

\* For identification purposes only

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## CHARACTERISTICS OF GEM

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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.

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## RESPONSIBILITY STATEMENT

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**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.**

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## DEFINITIONS

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*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 Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 23 June 2023 or any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles of Association”	the existing amended and restated articles of association of the Company
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands
“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
“Director(s)”	the director(s) 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 PRC
“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

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## DEFINITIONS

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“Latest Practicable Date”	18 May 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association
“Memorandum of Association”	the existing amended and restated memorandum of association of the Company
“New Memorandum and Articles of Association”	the second amended and restated memorandum of association and the second amended and restated articles of the association of the Company
“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
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“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)”	the ordinary share(s) of HK\$0.05 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 Codes on Takeovers and Mergers
“%”	per cent.

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

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Ms. Tin Yat Yu Carol (*Chairman*)  
Mr. Chan Wai Lung (*Chief Executive Officer*)  
Ms. Lam Ching Yee  
Ms. Lin Ting

*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

23 May 2023

*To the Shareholders*

Dear Sir or Madam

**(1) PROPOSED GRANT OF REPURCHASE MANDATE  
AND ISSUE MANDATE;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

### INTRODUCTION

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

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

- (i) the Repurchase Mandate;

\* *For identification purposes only*

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## **LETTER FROM THE BOARD**

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- (ii) the Issue Mandate;
- (iii) the Extension Mandate;
- (iv) the re-election of Directors; and
- (v) the Proposed Amendments.

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

### **REPURCHASE MANDATE**

On 23 June 2022, 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 126,058,234 Shares 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 12,605,823 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 126,058,234 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 25,211,646 Shares, representing 20% of the total number of 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.



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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of four executive Directors, namely, Ms. Tin Yat Yu Carol (Chairman) (“**Ms. Tin**”), Mr. Chan Wai Lung (Chief Executive Officer) (“**Mr. Chan**”), Ms. Lam Ching Yee (“**Ms. Lam**”) and Ms. Lin Ting, 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*.

Pursuant to Article 108(a) of the Articles of Association, 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, Ms. Tin, Mr. Chan and Mr. Hon shall retire from office by rotation at the AGM and they, being eligible, will offer themselves for re-election at the AGM.

The nomination committee (“**Nomination Committee**”) of the Board has recommended the re-election of Mr. Hon to the Board, after reviewing his 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 by reference to the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules and reviewed his annual written confirmation of independence. The Nomination Committee had evaluated the past performance of Mr. Hon and found his performance satisfactory. The Nomination Committee considered that Mr. Hon will continue to bring to the Board his own perspectives, skills and experience as further detailed in Appendix II to this circular and that he can contribute to the diversity of the Board, in particular, with his strong educational background and extensive work experience. Therefore, the Board is satisfied that Mr. Hon has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board believes that the re-election of Mr. Hon 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 Ms. Tin, Mr. Chan and Mr. Hon are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 24 March 2023, pursuant to which the Board proposed to seek the approval from the Shareholders at the AGM for the Proposed Amendments in order to (i) bring the Memorandum and Articles of Association in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022; and (ii) make other consequential and house-keeping amendments.

Major changes brought about by the Proposed Amendments are set out below:

1. to insert the definitions of “close associate”, “competent regulatory authority”, and “financial year”, and to delete the definition of “associate”, so as to align the relevant provisions;
2. to update the definition of “Companies Law” to bring it in line with the Cayman Companies Act;
3. to delete the provision in relation to the Company’s purchases of redeemable Shares not made through the market or by tender, following the repeal of the relevant requirements in Appendix 3 to the GEM Listing Rules;
4. to provide that (i) the Company’s principal and branch registers of members may, after notice has been given by advertisement in newspapers in accordance with the requirements of the Stock Exchange or by any electronic means in such manner as may be accepted by the Stock Exchange to that effect, be closed for inspection; and (ii) the period of suspension of the registration of transfers of the Shares for any year, may both be extended for 30 days with the approval by the Shareholders by ordinary resolution in that year, provided that such period shall not be extended beyond 60 days (or such other period as may be prescribed under any applicable law) in any year;
5. to provide that the Company must hold an annual general meeting for each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year unless a longer period would not infringe the GEM Listing Rules;
6. to clarify that Shareholders holding not less than one tenth of the paid up capital of the Company having the right of voting at general meetings on a one vote per share basis shall have the right, by written requisition, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition;

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## LETTER FROM THE BOARD

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7. to empower the Board to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice;
8. to provide that a resolution put to the vote of a meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the GEM Listing Rules, allow a resolution to be voted on by show of hands;
9. to clarify that where the Company has knowledge that any Shareholder is, under the GEM Listing Rules or the rules, codes or regulations of any competent regulatory authority, required to abstain from voting on any resolution of the Company or restricted to voting only for or only against any resolution of the Company, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted;
10. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the GEM Listing Rules or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;
11. to update the provision providing the circumstances under which a Director is not prohibited from voting (or being counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his close associates is materially interested, in accordance with the requirements under Rule 17.48A of the GEM Listing Rules;
12. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
13. to clarify that the Shareholders shall approve (a) the appointment of the auditor (“**Auditor**”) of the Company by an ordinary resolution; (b) the remuneration of the Auditor shall be fixed by an ordinary resolution; and (c) the removal of the Auditor at any time before the expiration of his term of office by an ordinary resolution;
14. to provide that the financial year end of the Company shall be 31st of December in each year, unless otherwise determined by the Directors from time to time; and
15. to update and tidy up the definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

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## LETTER FROM THE BOARD

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Details of the Proposed Amendments are set out in Appendix III to this circular. In view of the number of proposed changes, the Board proposes to seek approval of the Shareholders by special resolution at the AGM to amend the Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association. The New Memorandum and Articles of Association which are subject to the approval of the Shareholders by way of a special resolution at the AGM will become effective upon such approval has been obtained.

### **AGM**

A notice convening the AGM to be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 23 June 2023 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 Monday, 19 June 2023 to Friday, 23 June 2023 (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 Friday, 16 June 2023.

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 11:00 a.m. on Wednesday, 21 June 2023 or not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so desire and in such event, the form of proxy previously submitted shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### COMPETITION AND CONFLICT OF INTEREST

Ms. Lam, 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 (having the meaning ascribed to it in the GEM Listing Rules)), 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, 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).

### 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; (iv) the re-election of Directors; and (v) the Proposed Amendments.

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; (iv) the re-election of Directors; and (v) the Proposed Amendments 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**

**Ms. Tin Yat Yu Carol**

*Chairman*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*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 126,058,234 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 12,605,823 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 and the Articles of Association provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either subject to the Cayman Companies Act, 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 if authorised by the Articles of Association and subject to the compliance with the Cayman Companies Act 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.

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**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:

<b>Year</b>	<b>Month</b>	<b>Share Price</b>	
		<b>Highest HK\$</b>	<b>Lowest HK\$</b>
2022	May	0.215	0.144
	June	0.240	0.204
	July	0.220	0.200
	August	0.201	0.200
	September	0.201	0.200
	October	0.210	0.200
	November	0.226	0.176
	December	0.201	0.190
2023	January	0.201	0.190
	February	0.200	0.169
	March	0.207	0.145
	April	0.206	0.150
	May (up to the Latest Practicable Date)	0.175	0.151

**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 of Association.

**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 Rule 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the Directors' knowledge and belief having made all reasonable enquiries, Ms. Tin, an executive Director and the chairman of the Board, was beneficially interested in 36,467,000 Shares, representing approximately 28.93% of the issued share capital of the Company. In the event that the Directors should exercise in full the

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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Repurchase Mandate and there is no other change in the issued share capital of the Company, the shareholding of Ms. Tin will be increased to approximately 32.14% of the issued share capital of the Company. Accordingly, an exercise of the Repurchase Mandate in full will result in Ms. Tin becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as the aforesaid, the Directors are not aware of any other 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 number 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 2022).

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 2022) 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.



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

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

### **Ms. Tin Yat Yu Carol (former name as Tin Yuen Sin Carol)**

Ms. Tin, aged 57, was appointed as an executive Director and the chairman of the Board on 5 May 2020 and 19 May 2020, respectively.

Ms. Tin obtained a degree of doctor of business administration honoris causa from the International American University in March 2009. Ms. Tin is an entrepreneur operating businesses including money lending business and fine dining business. Ms. Tin also has extensive experience in trading business in Hong Kong and the PRC.

Ms. Tin was an executive director of Carnival Group International Holdings Limited (“**Carnival**”, formerly known as Oriental Ginza Holding Limited and CASH Retail Management Group Limited, a company listed on the Main Board of the Stock Exchange with Stock Code: 996) for the period from September 2005 to August 2011. Ms. Tin also served as the chairperson of Carnival from November 2006 to August 2011 and was responsible for its overall strategic planning and policy making. Ms. Tin served as a director of Yan Oi Tong from 2017 to 2018. She has been an executive director of Virtual Mind Holding Company Limited (formerly known as CEFC Hong Kong Financial Investment Company Limited, a company listed on the Main Board of the Stock Exchange with Stock Code: 1520) since October 2019 and its chairman from January 2021 to January 2022. Ms. Tin has been appointed as an executive director and a member of the investment committee of InvesTech Holdings Limited (a company listed on the Main Board of the Stock Exchange with Stock Code: 1087) since April 2022. Ms. Tin is currently a director of Delta Wealth Finance Limited and a director of Delta Wealth Credit Limited.

Ms. Tin has entered into a service contract with the Company for a term of three years 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 the Articles of Association and the GEM Listing Rules. Ms. Tin is currently entitled to a monthly director’s fee of HK\$80,000, which was 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, within the meaning of Part XV of the SFO, Ms. Tin was interested in 36,467,000 Shares.

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

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

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As at the Latest Practicable Date, Ms. Tin did not have any relationships with any Directors, senior management of the Company, substantial Shareholders 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. Tin that need to be brought to the attention of the Shareholders.

### **Mr. Chan Wai Lung**

Mr. Chan, aged 42, was appointed as an executive Director and the chief executive officer of the Company with effect from 8 June 2017 and 9 December 2021, respectively. 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. Mr. Chan 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 has been appointed as an independent non-executive director, the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of China Bozza Development Holdings Limited (a company listed on the Main Board of the Stock Exchange with Stock Code: 1069) with effect from 19 May 2023. Mr. Chan was a non-executive director of Noble Engineering Group Holdings Limited (a company listed on the GEM with Stock Code: 8445) from August 2018 to January 2020.

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. In November 2019, Mr. Chan completed a postdoctoral research project at California State University Monterey Bay.

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):

<b>Name of company</b>	<b>Principal business activity before deregistration</b>	<b>Date of dissolution</b>
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.

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

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Mr. Chan has entered into a service contract with the Company for a term of three years 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 of Association 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 Shareholders 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.

### **Mr. Hon Ming Sang**

Mr. Hon, aged 44, committee member of the 11st Luoding Committee of Chinese People's Political Consultative Conference, was appointed as an independent non-executive Director and 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, and an associate member of each of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Mr. Hon has previously worked in an international audit firm and has over 14 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.

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

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Mr. Hon had been an independent non-executive director of SFund International Holdings Limited (“**SFund**”) (a company listed on the Main Board of the Stock Exchange with Stock Code: 1367, listing of which was cancelled on 20 September 2022) from November 2016 to February 2017. He was re-designated to an executive director of SFund from February 2017 to August 2022 and was appointed as its company secretary, authorized representative and process agent from July 2017 to August 2022.

Mr. Hon has been an independent non-executive director of Virtual Mind Holding Company Limited (formerly known as 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 been appointed as the chief financial officer and the company secretary of China Gas Industry Investment Holdings Co. Ltd. (a company listed on the Main Board of the Stock Exchange with Stock Code: 1940) since August 2022 and October 2022, respectively. Mr. Hon has been appointed as an independent non-executive director, a member of each of the audit committee and the investment committee, and the chairman of each of the compensation and benefits committee and the nomination committee of InvesTech Holdings Limited (a company listed on the Main Board of the Stock Exchange with Stock Code: 1087) since January 2023.

Mr. Hon has entered into an appointment agreement with the Company for a term of three years 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 of Association 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.

As at the Latest Practicable Date, Mr. Hon did not have any relationships with any Directors, senior management of the Company, substantial Shareholders 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.

*This appendix sets out the Proposed Amendments, as marked up for ease of reference, to the Memorandum and Articles of Association. Unless otherwise specified, clause and article numbers referred to herein are clause and article numbers of the Memorandum and Articles of Association.*

<b>Clause Number</b>	<b>Proposed Amendments (showing changes to the Memorandum of Association)</b>
1.	The name of the Company is <del>Finsoft Corporation</del> <u>Finsoft Financial Investment Holdings Limited</u> 匯財軟件公司.
5.	If the Company is registered as an exempted company as defined in the Cayman Islands Companies <del>Law Act</del> , it shall have the power, subject to the provisions of the Cayman Islands Companies <del>Law Act</del> and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.
7.	The authorised share capital of the Company is HK\$10,000,000 consisting of <del>1,000,000,000</del> <u>200,000,000</u> shares of HK\$ <del>0.01</del> <u>0.05</u> each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

Article Number	Proposed Amendments (showing changes to the Articles of Association)
1.	<p data-bbox="448 412 1366 478">(a) Table “A” of the Companies Law Act (as revised) shall not apply to the Company.</p> <p data-bbox="448 523 1366 710">(b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <p data-bbox="448 755 1259 783"><del>“Associates” shall have the meaning as defined in the Listing Rules;</del></p> <p data-bbox="448 829 1366 1017"><u>“Close Associate” in relation to any Director, shall have the same meaning as defined in the Listing Rules, except that for purposes of Article 107(c) where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules;</u></p> <p data-bbox="448 1061 1366 1249">“Companies Law” means the Companies Law Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</p> <p data-bbox="448 1293 1366 1361">“Companies Ordinance” means the Companies Ordinance, Cap. 32622 of the Laws of Hong Kong as amended from time to time;</p> <p data-bbox="448 1406 1366 1474"><u>“competent regulatory authority” means a competent regulatory authority in the Relevant Territory;</u></p> <p data-bbox="448 1519 1366 1664"><u>“financial year” means the financial period of the Company ending or ended on the date as determined in accordance with Article 197 for preparation of its financial statements to be laid before the Company at the annual general meeting of the Company;</u></p>

Article Number	Proposed Amendments (showing changes to the Articles of Association)
(c)	<p>At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than <math>\frac{3}{4}</math> of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which <del>not less than 21 days' notice</del>, specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. <del>Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 % in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.</del></p>
(d)	<p>A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which <del>not less than 14 days' notice</del> has been duly given.</p>

Article Number	Proposed Amendments (showing changes to the Articles of Association)
5.	(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum ( <del>other than at an adjourned meeting</del> ) shall be not less than 2 persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, <del>that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</del>
6.	The authorised share capital of the Company on the date of the adoption of these Articles is HK\$10,000,000 divided into <del>1,000,000,000</del> <u>200,000,000</u> Shares of HK\$ <del>0.01</del> <u>0.05</u> each.
13.	The Company may from time to time by Ordinary Resolution:  (e) cancel any Shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the Shares so cancelled; <u>and</u>  (f) make provision for the issue and allotment of Shares which do not carry any voting rights;  <del>(g) change the currency of denomination of its share capital; and</del>  <del>(h) reduce its share premium account in any manner authorised, and subject to any conditions prescribed by law.</del>



Article Number	Proposed Amendments (showing changes to the Articles of Association)
15. (b)	(ii) <del>[Reserved]Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.</del>
17.	(d) <u>The Register may, after notice has been given by advertisement in newspapers in accordance with the requirements of the HK Stock Exchange or by any electronic means in such manner as may be accepted by the HK Stock Exchange to that effect, be closed for inspection at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine. The period of thirty (30) days may be extended in respect of any year if approved by the Shareholders by Ordinary Resolution in that year provided that such period shall not be extended beyond sixty (60) days (or such other period as may be prescribed under any applicable law) in any year.</u>
62.	At all times during the Relevant Period other than the <u>financial</u> year of the Company's adoption of these Articles, the Company shall <del>in</del> for each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and <del>not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange)</del> shall elapse between the date of <del>one</del> <u>such</u> annual general meeting <del>of the Company and that of the next</del> <u>must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any).</u> The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate <del>with each other</del> simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.

Article Number	Proposed Amendments (showing changes to the Articles of Association)
64.	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings <u>on a one vote per share basis</u>. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>
65.	<p>An annual general meeting <del>or an extraordinary general meeting called for the passing of a Special Resolution of the Company</del> shall be called by at least 21 days' notice in writing, and <del>a meeting of the Company other than an annual general meeting or all other general meetings of the Company (including an extraordinary general meeting)</del> <u>for the passing of a Special Resolution</u> shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p> <p>(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% <del>in nominal value of the Shares giving that right</del> <u>of the total voting rights at the meeting of all Shareholders</u>.</p>

Article Number	Proposed Amendments (showing changes to the Articles of Association)
65A.	<p data-bbox="448 412 1369 683"><u>The Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal number 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting. This Article shall be subject to the following:</u></p> <p data-bbox="448 725 1369 874">(a) <u>when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of a meeting);</u></p> <p data-bbox="448 917 1369 1268">(b) <u>when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting, the Board shall fix the date, time and place for the postponed or changed meeting and shall notify the members of the Company of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</u></p> <p data-bbox="448 1310 1369 1536">(c) <u>notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the members of the Company.</u></p>

Article Number	Proposed Amendments (showing changes to the Articles of Association)
69.	<p>If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned <u>meeting or postponed</u> meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.</p>
72.	<p>At any general meeting a resolution put to the vote of the meeting shall be decided <del>on a show of hands unless a poll is (by poll save that the Chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded or otherwise required under the Listing Rules. A</del> a poll may be demanded by:</p> <ul style="list-style-type: none"><li>(a) <del>[Reserved]the Chairman of the meeting; or</del></li><li>(b) at least <del>23</del> Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</li></ul>
73.	<p><del>Unless a poll be so required or demanded as aforesaid and, in the latter case, not withdrawn</del>Where a resolution is voted on by a show of hands, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, <u>or not carried by a particular majority</u>, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour <u>of</u> or against such resolution.</p>

Article Number	Proposed Amendments (showing changes to the Articles of Association)
74.	<p>If a <math>\Delta</math> poll is <del>required or demanded as aforesaid, it shall (subject as provided in Article 75)</del> shall be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place <del>not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was required or demanded</del> as the Chairman of the meeting directs. No notice need be given of a poll not taken immediately. <del>The</del><u>In the event that a poll is demanded after the Chairman of the meeting allows a show of hands pursuant to Article 72, the</u> result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.</p>
75.	<p>Any poll <del>required or duly demanded</del> on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.</p>
76.	<p>In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting <del>at which the show of hands takes place (where no poll is demanded) or at which the poll is required or demanded,</del> shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination shall be final and conclusive.</p>

Article Number	Proposed Amendments (showing changes to the Articles of Association)
79.	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one (1) vote, and on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share). On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands <u>and on a poll, each such proxy is under no obligation to cast all his votes in the same way.</u></p>
79A.	<p>Where the Company has knowledge that any Shareholder is, under the Listing Rules <u>or the rules, codes or regulations of any competent regulatory authority,</u> required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.</p>
79B.	<p><u>All Shareholders shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration.</u></p>
80.	<p>Any person entitled under Article 51 to be registered as the holder of any Shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting <u>or postponed meeting</u> (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such Shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p>

<b>Article Number</b>	<b>Proposed Amendments (showing changes to the Articles of Association)</b>
84.	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.
86.	No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Board may, unless it is satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person's admission to the relevant meeting, reject his vote or <u>in the event that a poll is demanded after the Chairman of the meeting allows a show of hands pursuant to Article 72, his demand for a poll and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.</u>

Article Number	Proposed Amendments (showing changes to the Articles of Association)
88.	The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a <del>notarially</del> certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or <del>poll</del> <u>postponed meeting</u> (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or <del>on a poll demanded at a postponed meeting or an adjourned meeting in a case where the meeting was originally held within 12 Months from such date.</del> Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting <del>or upon the poll</del> concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
90.	The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment <u>or postponement</u> of the meeting as for the meeting to which it relates.
91.	A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, at least 2 hours before the commencement of the meeting or adjourned meeting <u>or postponed meeting</u> at which the proxy is used.



Article Number	Proposed Amendments (showing changes to the Articles of Association)
92.	(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to <u>speak and to vote, and where a show of hands is allowed, right to vote individually on a show of hands.</u>
93.	Unless the Board agrees otherwise, an appointment of a corporate representative shall not be valid as against the Company unless:  (a) in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company, or handed to the Chairman of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting <u>or postponed meeting</u> at which the person so authorised proposes to vote or handed to the Chairman of the meeting at the meeting; and

Article Number	Proposed Amendments (showing changes to the Articles of Association)
	<p>(b) in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting <u>or postponed meeting</u> or poll (as the case may be) at which the corporate representative proposes to vote.</p>
104.	<p>(b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by <del>Section 157H</del> of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective <u>Close</u> Associates;</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective <u>Close</u> Associates; or</p>

Article Number	Proposed Amendments (showing changes to the Articles of Association)
107.	<p data-bbox="448 412 1366 640">(c) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his <u>Close Associate(s)</u> has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:-</p> <ul style="list-style-type: none"><li data-bbox="512 683 1366 1178">(i) the giving of any security or indemnity either:<ul style="list-style-type: none"><li data-bbox="576 753 1366 902">(a) to the Director or his <u>Close Associate(s)</u> in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</li><li data-bbox="576 944 1366 1178">(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his <u>Close Associate(s)</u> has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</li></ul></li><li data-bbox="512 1221 1366 1449">(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his <u>Close Associate(s)</u> is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</li><li data-bbox="512 1491 1366 1751">(iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:<ul style="list-style-type: none"><li data-bbox="576 1604 1366 1751">(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his <u>Close Associate(s)</u> may benefit; or</li></ul></li></ul>

Article Number	Proposed Amendments (showing changes to the Articles of Association)
	<p data-bbox="576 412 1369 719">(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates <del>both to the Directors,</del> his <u>Close Associate(s)</u> and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director or his <u>Close Associate(s)</u>, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> <p data-bbox="512 761 1369 953">(iv) any contract or arrangement in which the Director or his <u>Close Associate(s)</u> is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p> <p data-bbox="448 995 1369 1661">(e) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman) or his <u>Close Associates</u> or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his <u>Close Associates</u> concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman or his <u>Close Associates</u> such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or his <u>Close Associates</u> as known to him has not been fairly disclosed to the Board.</p>

Article Number	Proposed Amendments (showing changes to the Articles of Association)
112.	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number <u>as may be</u> determined from time to time by the Shareholders in general meeting. Any Director <u>so</u> appointed by the Board <del>to fill a casual vacancy</del> shall hold office only until the first <u>annual</u> general meeting of the Company after his appointment and <del>be subject to re-election at such meeting. 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.</del> <u>shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</u></p>
114.	<p>The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. <del>Any person so elected shall hold office only until the next general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</del></p>
133.	<p>The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined 2 Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum separately in respect of himself (if a Director) and in respect of each Director for whom he is an alternate and his voting rights shall be cumulative and he need not use all his votes or cast all his votes in the same way. A meeting of the Board or any committee of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate <del>with each other</del> simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</p>

<b>Article Number</b>	<b>Proposed Amendments (showing changes to the Articles of Association)</b>
176.	<p>(a) The Company shall at each annual general meeting <u>by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting <u>by Ordinary Resolution</u> except that in any particular year the Company in general meeting may <u>by Ordinary Resolution</u> delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p> <p>(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <del>Special</del><u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>

#### **FINANCIAL YEAR**

<u>197.</u>	<u>Unless otherwise determined by the Directors from time to time, the financial year end of the Company shall be 31st of December in each year.</u>
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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**Meeting**”) of Finsoft Financial Investment Holdings Limited (“**Company**”) will be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 23 June 2023 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 2022.
2.
  - (a) To re-elect Ms. Tin Yat Yu Carol as an executive Director.
  - (b) To re-elect Mr. Chan Wai Lung as an executive Director.
  - (c) To re-elect Mr. Hon Ming Sang 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;

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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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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## NOTICE OF ANNUAL GENERAL MEETING

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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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## NOTICE OF ANNUAL GENERAL MEETING

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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).”

- 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 a number 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 number of shares shall not exceed 10% of the number of issued Shares as at the date of passing of this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

8. To consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT** the second amended and restated memorandum and articles of association of the Company in the form of the document marked “A” produced to the Meeting and, for the purpose of identification, signed by the chairman of the Meeting, which restates the existing amended and restated memorandum and articles of association of the Company to reflect all of the proposed amendments referred to in Appendix III to the circular of the Company dated 23 May 2023, be and are hereby approved and adopted as the second amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of the Meeting, and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the second amended and restated memorandum and articles of association of the Company.”

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

Hong Kong, 23 May 2023

*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 seal or under the hand of an officer or attorney duly authorised on its behalf.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 11:00 a.m. on Wednesday, 21 June 2023 or not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
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 23 May 2023.
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 Monday, 19 June 2023 to Friday, 23 June 2023 (both days inclusive), during which period 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 Friday, 16 June 2023.
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 four executive Directors, namely Ms. Tin Yat Yu Carol (Chairman), Mr. Chan Wai Lung (Chief Executive Officer), Ms. Lam Ching Yee and Ms. Lin Ting, and three independent non-executive Directors, namely Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Ms. Lo Wing Sze *BBS, JP*.