

FINZSOFT SOLUTIONS LIMITED
("Company")

NOTICE OF ANNUAL MEETING

Notice is given that the Annual Meeting of the Company will be held at the offices of PricewaterhouseCoopers, Level 22, 188 Quay St, Auckland, on Friday 28 October 2016 commencing at 2.30pm. You are invited to attend the Company's 2016 Annual Meeting and to join the Directors for light refreshments from 2.00pm. Please bring your proxy form enclosed with this notice to the meeting.

If you are not attending, and would like to nominate another person to act as your proxy, please complete the proxy form which accompanies this notice.

The business of the meeting will be:

1. Presentations

The Chairman's address to shareholders.

The Managing Director's presentation to shareholders.

To receive and consider the Annual Report of the Company including the Financial Statements and the Auditor's Report for the 15 month period ending 30 June 2016.

2. Re-election of Directors

To consider and, if thought fit, to pass the following ordinary resolutions:

"That Mr Brent Impey, who retires and offers himself for re-election, be re-elected as a Director of the Company".

<http://www.finzsoft.com/>



AUSTRALIA
Phone: 1800 728 035
Level 1, 1 Jamison Street
Sydney, NSW 2000
Australia

www.finzsoft.com info@finzsoft.com

MALAYSIA
Phone: +64 9 571 6800
Level 11, 1 Sentral Jalan Travers
Kuala Lumpur Sentral
50470 Kuala Lumpur

NEW ZEALAND
Phone: +64 9 571 6800
Australis Nathan Building, Level 4
37 Galway Street, Britomart
Auckland 1010
New Zealand

SINGAPORE
Phone: +64 9 571 6800
8 Cross Street
#10 - 00 PWC Building
Singapore 048424

"That Mr Gary Sim, who retires and offers himself for re-election, be re-elected as a Director of the Company".

3. Directors' Remuneration

To consider and, if thought fit, to pass the following ordinary resolution:

"That Directors' fees be increased by \$55,000 from \$225,000 to \$280,000 per annum, being the aggregate amount payable to all Directors of the Company for their services as Directors of the Company and its subsidiaries, with such sum to be divided amongst the Directors as the board may from time to time determine."

4. Fixing of Auditor's Fees

To consider and, if thought fit, to pass the following ordinary resolution:

"That the Directors are authorised to fix the remuneration of the auditors for the ensuing year."

Explanatory Note in respect of Ordinary Resolution –Directors' Remuneration

NZX listing Rule 3.5.1 provides that Director's remuneration must be authorised by a resolution of shareholders.

It is proposed to increase the pool of fees payable to the Directors of the Company (other than Raymond Kwong and Andrew Holliday) by \$55,000 from \$225,000 to \$280,000 per annum. This increase reflects the increased workload and responsibility of the Directors of the Company.

Raymond Kwong and Andrew Holliday will not receive remuneration from the pool of fees payable to the Directors of the Company, given that Andrew is an executive director of the Company (and receives remuneration in accordance with his employment arrangements with the Company) and that Raymond is the representative of Silverlake Axis Limited (and not remunerated by Finzsoft).

In accordance with the NZX Listing Rules, the Company will disregard any votes cast on this resolution by any Director of the Company (other than Raymond Kwong or Andrew Holliday as they are not intended to receive remuneration from the pool) and any of their associates, except where any such vote is cast by a

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Director or one of their associates as proxy for a person who is entitled to vote and that Director or associate votes in accordance with express instructions to vote for the resolution.

This means that, if a Director is appointed as the shareholder's proxy, the Director cannot cast that proxy vote in respect of this Directors' fee resolution unless the shareholder has expressly directed the Director to vote in that manner.

Proxies

You may exercise your right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in your place. A proxy need not be a shareholder of the Company. A proxy form is attached to this notice. If you wish to vote by proxy you must fill in the online form or complete the form and send it to:

Computershare Investor Services Limited
Private Bag 92119
Auckland 1142
New Zealand

Please ensure that it is received by Computershare by 2.30pm on Wednesday 26 October 2016 (being 48 hours before the meeting on Friday 28 October 2016).

By order of the Board

Brent Impey
Chairman
11th October 2016

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Finzsoft Solutions Limited

Lodge your proxy



Online

www.investorvote.co.nz



By Mail

Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax

+64 9 488 8787

For all enquiries contact





+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form

	www.investorvote.co.nz Lodge your proxy online, 24 hours a day, 7 days a week:	Smartphone? Scan the QR code to vote now.
Your secure access information Control Number: _____ CSN/Securityholder Number: _____ PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.		
For your proxy to be effective it must be received by 2:30pm Wednesday 26 October 2016		

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz

Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you may need to provide evidence of your authorisation to act prior to admission.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the securityholder must sign.

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can sign alone. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form to vote

Proxy/Voting Form

STEP 1

Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Finzsoft Solutions Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Annual Meeting of Finzsoft Solutions Limited to be held at the offices of PricewaterhouseCoopers, Level 22, 188 Quay St, Auckland, on Friday 28th October 2016 commencing at 2:30pm** and at any adjournment of that meeting.

STEP 2

Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

		For	Against	Proxy Discretion	Abstain
1.	That Mr Brent Impey, who retires and offers himself for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That Mr Gary Sim, who retires and offers himself for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	That Directors' fees be increased by \$55,000 from \$225,000 to \$280,000 per annum, being the aggregate amount payable to all Directors of the Company for their services as Directors of the Company and its subsidiaries, with such sum to be divided amongst the Directors as the board may from time to time determine.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	That the Directors are authorised to fix the remuneration of the auditors for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



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