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**中软国际**

**CHINASOFT INTERNATIONAL LIMITED**

**中軟國際有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 354)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of CHINASOFT INTERNATIONAL LIMITED (the “**Company**”) will be held at 2:00 p.m. on Monday, 22 May 2023 at Taishan Room, Level 5 Island Shangri-La Hong Kong Pacific Place, Supreme Court Road Central, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and independent auditor of the Company for the year ended 31 December 2022;
2.
  - (i) To re-elect Dr. Chen Yuhong as an executive director of the Company;
  - (ii) To re-elect Mr. Zeng Zhijie as an independent non-executive director of the Company;
  - (iii) To re-elect Professor Mo Lai Lan as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of directors of the Company;
4. To re-appoint auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of auditor;

\* *for identification purpose only*

and as special business, to consider and, if thought fit, pass with or without modifications the following resolutions of which resolutions 5, 6, 7, 8, 9, 10 and 11 will be proposed as ordinary resolutions and resolution 12 will be proposed as special resolution of the Company:

### **ORDINARY RESOLUTIONS**

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares in the capital of the Company and to make or grant, whether conditionally or unconditionally, offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into ordinary shares in the capital of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into ordinary shares in the capital of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of ordinary shares in the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant to or exercise of any option under any share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the Memorandum and Articles of Association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which carry rights to subscribe for or are convertible into ordinary shares in the capital of the Company, shall not

exceed 10% of the total number of ordinary shares of the Company in issue on the date of the passing this resolution provided that if any subsequent consolidation or subdivision of ordinary shares of the Company is effected, the maximum number of ordinary shares of the Company that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued ordinary shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of ordinary shares of the Company shall be adjusted accordingly; and

- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 Memorandum and Articles of Association of the Company or any applicable laws to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“Rights Issue” means an offer of ordinary shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of ordinary shares in the Company on the register on a fixed record date in proportion to their then holdings of such ordinary shares (subject to such exclusions or other arrangements as the directors of the Company 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares in the capital of the Company on the main board of The Stock Exchange of Hong Kong Limited or any other stock exchange on which the ordinary shares in the Company may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited, the Companies Act (as amended from time to time) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of ordinary shares in the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of ordinary shares of the Company in issue as at the date of the passing of this resolution provided that if any subsequent consolidation or subdivision of ordinary shares of the Company is effected, the maximum number of ordinary shares of the Company that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued ordinary shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of ordinary shares of the Company shall be adjusted accordingly;
- (c) for the purpose of this resolution,

“Relevant Period” means the period from the date of 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 Memorandum and Articles of Association of the Company or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

7. “**THAT** the payment of a final dividend out of the share premium account of the Company of HK\$0.0567 per ordinary share of the Company in respect of the year ended 31 December 2022 (the “Dividend”) to holders of ordinary shares of the Company as recorded on the register of holders of ordinary shares of the Company on 9 June 2023 be and is hereby approved.”
8. “**THAT**
- (A) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of and permission to deal in any shares of the Company (the “**Shares**”) which may fall to be issued pursuant to the exercise of options to be granted under the new share option scheme of the Company, a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification (the “**2023 Share Option Scheme**”), the 2023 Share Option Scheme be and is hereby approved and adopted;
- (B) the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Option Scheme including but without limitation:
- (i) to administer the 2023 Share Option Scheme under which options will be granted to participants eligible under the 2023 Share Option Scheme to subscribe for Shares;
- (ii) to modify and/or amend the 2023 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Option Scheme relating to modification and/or amendment;
- (iii) to grant options to subscribe for Shares under the 2023 Share Option Scheme and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the 2023 Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;
- (iv) to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may, for the time being, be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the 2023 Share Option Scheme; and

- (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Option Scheme;
- (C) the total number of Shares which may be issued in respect of all options and awards to be granted under the 2023 Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue (“**Scheme Mandate Limit**”) as at the date of adoption of the 2023 Share Option Scheme (the “**Adoption Date**”) or the relevant date of approval of the refreshment of the Scheme Mandate Limit; and
- (D) within the Scheme Mandate Limit, the number of Shares which may be issued in respect of all options to be granted to the service providers under the 2023 Share Option Scheme and any other schemes of the Company must not in aggregate exceed 2% of the total number of Shares in issue (“**Service Provider Sublimit**”) as at the Adoption Date or the relevant date of approval of the refreshment of the Service Provider Sublimit.”

9. “**THAT**

- (A) conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in the Shares to be issued in respect of the awards to be granted under the new share award scheme of the Company, a copy of which has been produced to this meeting marked “B” and signed by the chairman of this meeting for the purpose of identification (the “**2023 Share Award Scheme**”), the 2023 Share Award Scheme be and is hereby approved and adopted;
- (B) the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Award Scheme including but without limitation:
  - (i) to administer the 2023 Share Award Scheme under which award shares will be granted to participants eligible under the 2023 Share Award Scheme to subscribe for Shares;
  - (ii) to modify and/or amend the 2023 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Award Scheme relating to modification and/or amendment;

- (iii) to grant award shares under the 2023 Share Award Scheme and to allot and issue from time to time such number of Shares as may be required to be allotted and issued in respect of the award shares to be granted under the New Award Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;
  - (iv) to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may, for the time being, be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the award shares to be granted under the 2023 Share Award Scheme; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Scheme;
- (C) the total number of Shares which may be issued in respect of all awards to be granted under the 2023 Share Award Scheme and any other schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue (“**Scheme Mandate Limit**”) as at the date of adoption of the 2023 Share Award Scheme (“**Adoption Date**”) or the relevant date of approval of the refreshment of the Scheme Mandate Limit.”
10. “**THAT** conditional upon resolution no. 9 above being passed, the Share Award Scheme which was adopted by the Company on 10 December 2018 be and is hereby terminated with effect from the date of adoption of the 2023 Share Award Scheme.”
11. “**THAT** all the unissued preferred shares in the authorised share capital of the Company be cancelled and diminished so that the authorised share capital of the Company shall be changed from HK\$231,250,000 divided into four billion (4,000,000,000) ordinary shares of a nominal or par value of HK\$0.05 each, and six hundred twenty five million (625,000,000) redeemable convertible preferred shares of HK\$0.05 each, divided into three series, namely two hundred twenty five million (225,000,000) Series A-1 Preferred Shares of a nominal or par value of HK\$0.05 each, two hundred million (200,000,000) Series A-2 Preferred Shares of a nominal or par value of HK \$0.05 each, and two hundred million (200,000,000) Series A-3 Preferred Shares of a nominal or par value of HK\$0.05 each to HK\$200,000,000 divided into 4,000,000,000 shares of a nominal or par value of HK\$0.05 each.”

## SPECIAL RESOLUTION

### 12. “THAT

- (A) the new amended and restated memorandum and articles of association of the Company, incorporating all the proposed amendments to the existing memorandum and articles of association of the Company (the “Proposed Amendments”), the details of which are set forth in Appendix V to the circular of the Company dated 28 April 2023, copies of which has been produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the memorandum and articles of association of the Company, in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company respectively with immediate effect after the close of this meeting; and
- (B) any director or the company secretary of the Company be and is hereby authorised to do all such acts as he deems fit to effect the adoption of the amended and restated memorandum and articles of association of the Company and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in the Cayman Islands and Hong Kong.”

By order of the Board  
**Chinasoft International Limited**  
**Dr. Chen Yuhong**  
*Chairman and Chief Executive Officer*

28 April 2023

*Registered Office:*

Century Yard, Cricket Square,  
Hutchins Drive, P.O. Box 2681 GT,  
George Town, Grand Cayman KY1-1111,  
Cayman Islands,  
British West Indies

*Principal Place of Business in Hong Kong:*

Units 4607-8, 46th Floor,  
COSCO Tower,  
No.183 Queen’s Road Central,  
Hong Kong



*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one proxy or more proxies (if hold more than one share) to attend and to vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) 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 certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or the principal place of business of the Company in Hong Kong at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting.
- (5) The register of members of ordinary shares of the Company will be closed from Wednesday, 17 May 2023 to Monday, 22 May 2023, both days inclusive, during which period no transfer of ordinary shares will be registered. In order to ascertain the right to attend the forthcoming annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 16 May 2023.
- (6) The register of members of ordinary shares of the Company will also be closed from Tuesday, 6 June 2023 to Friday, 9 June 2023, both days inclusive, during which period no transfer of ordinary shares will be registered. In order to qualify for the Dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 5 June 2023.
- (7) With regard to the resolutions in item no. 2 in this notice, details of the retiring directors of the Company are set out in Appendix II to the circular to shareholders of the Company dated 28 April 2023.

- (8) In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the corporate website of the Company ([www.chinasofti.com](http://www.chinasofti.com)) and the designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify holders of ordinary shares of the Company of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Holders of ordinary shares of the Company should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

*As at the date of this announcement, the Board comprises three executive Directors, namely Dr. Chen Yuhong (Chairman and Chief Executive Officer), Dr. He Ning (Vice Chairman) and Dr. Tang Zhenming, two non-executive Directors, namely Dr. Zhang Yaqin and Mr. Gao Liangyu, and three independent non-executive Directors, namely Mr. Zeng Zhijie, Dr. Lai Guanrong and Professor Mo Lai Lan.*