
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Chinasoft International Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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
GENERAL MANDATES TO ISSUE NEW SHARES AND
SELL OR TRANSFER TREASURY SHARES AND TO REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
DECLARATION OF DIVIDEND**

A notice convening the annual general meeting (the “Annual General Meeting”) of shareholders of Chinasoft International Limited (the “Company”) to be held at Multi-purpose Space 07-08, 1M/F, Kai Tak Arena, 38 Shing Kai Road, Kowloon, Hong Kong at 2:00 p.m. on Tuesday, 20 May 2025 is contained in this circular. Whether or not you are able to attend such meeting, please complete and return the form of proxy enclosed herewith in accordance with the instructions printed thereon to 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, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

* For identification purpose only

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DEFINITIONS

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

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| “AGM” | the annual general meeting of the Company to be held at Multi-purpose Space 07-08, 1M/F, Kai Tak Arena, 38 Shing Kai Road, Kowloon, Hong Kong on Tuesday, 20 May 2025 at 2:00 p.m.; |
| “AGM Notice” | the notice for convening the AGM as set out on pages 16 to 21 of this circular; |
| “Articles of Association” | the articles of association of the Company, as may be amended from time to time; |
| “Board” | the board of Directors; |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC; |
| “Company” | Chinasoft International Limited (Stock Code: 354), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange; |
| “Directors” | directors of the Company for the time being; |
| “Group” | the Company and its subsidiaries; |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC; |
| “Latest Practicable Date” | 17 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein; |
| “Listing Rules” | Rules Governing the Listing of Securities on the Stock Exchange; |
| “Ordinary Resolution(s)” | the proposed ordinary resolution(s) as set out in the AGM Notice; |
| “PRC” | the People’s Republic of China; |
| “Re-election of Retiring Directors” | the proposed re-election of Dr. Tang Zhenming as an executive Director, Dr. Zhang Yaqin as a non-executive Director, and Professor Mo Lai Lan as an independent non-executive Director immediately following their retirement at the AGM; |

DEFINITIONS

| | |
|-------------------------------|--|
| “Repurchase Mandate” | a general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of passing of Ordinary Resolution no. 6 during the period as set out in Ordinary Resolution no. 6; |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong; |
| “Share(s)” | ordinary share(s) of HK\$0.05 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time); |
| “Share Buyback Rules” | the relevant rules set out in the Listing Rules to regulate the share repurchase by companies with primary listing on the Stock Exchange; |
| “Share Issue Mandate” | a general mandate to the Directors to exercise the powers of the Company to allot and issue Shares and to sell or transfer any Treasury Shares during the period as set out in Ordinary Resolution no. 5 up to 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of passing Ordinary Resolution no. 5; |
| “Shareholder(s)” | holder(s) of Share(s); |
| “Stock Exchange” or “SEHK” | The Stock Exchange of Hong Kong Limited; |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Buy-backs; |
| “Treasury Shares” | Shares repurchased and held by the Company in treasury as authorised by the Laws of the Cayman Islands and/or the Articles of Association, include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “RMB” | Renminbi, the lawful currency of the PRC; and |
| “%” | per cent. |

LETTER FROM THE BOARD



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)

Executive Directors:

Dr. Chen Yuhong

(Chairman and Chief Executive Officer)

Dr. He Ning *(Vice Chairman)*

Dr. Tang Zhenming

Non-executive Directors:

Dr. Zhang Yaqin

Mr. Gao Liangyu

Independent Non-executive Directors:

Dr. Lai Guanrong

Professor Mo Lai Lan

Mr. Yeung Tak Bun, *J.P.*

Registered Office:

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

Principal place of business in Hong Kong:

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

25 April 2025

To the Shareholders

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
GENERAL MANDATES TO ISSUE NEW SHARES AND
SELL OR TRANSFER TREASURY SHARES AND TO REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
DECLARATION OF DIVIDEND**

1. INTRODUCTION

At the AGM to be held on Tuesday, 20 May 2025, the Ordinary Resolutions will be proposed, among other things, to grant to the Directors the Share Issue Mandate and the Repurchase Mandate, to approve the Re-election of Retiring Directors, and the payment of a dividend from the share premium account of the Company in respect of the year ended 31 December 2024.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to give you the AGM Notice, to provide you with information regarding, the Share Issue Mandate and the Repurchase Mandate, and information on the retiring Directors to be re-elected and the payment of a dividend, as well as to seek your approval of the Ordinary Resolutions relating to these matters at the AGM.

2. GENERAL MANDATES

At the AGM, separate ordinary resolutions will be proposed to refresh the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares and to sell or transfer Treasury Shares not exceeding 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of passing of the resolution, provided that where Shares are issued and/or Treasury Shares are transferred for cash consideration, the Share and/or Treasury Shares shall not be issued and/or transferred respectively at a discount of more than 10% to the average closing price of the Shares in the 20 consecutive trading days immediately prior to the earlier of (a) the date of announcement of the proposed issue of Shares and/or transfer of Treasury Shares; and (b) the date of the agreement involving the proposed issue of Shares and/or the date of sale of Treasury Shares; and (ii) to exercise all powers of the Company to repurchase issued and fully paid Shares up to a maximum of 10% of the total number of Shares (excluding any Treasury Shares) in issue at the date of passing of the resolution. The Share Issue Mandate and the Repurchase Mandate will be valid from the date of passing of the relevant resolutions approving the same up to the earliest of (a) the date of the next annual general meeting of the Company; (b) the date by which the next annual general meeting of the Company is required to be held by law or by its Articles of Association; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company. The existing general mandates to issue and repurchase Shares granted to the Directors pursuant to the ordinary resolutions passed by the Shareholders at the annual general meeting held on 20 May 2024 will expire at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company (after cancellation of all the Shares repurchased prior to and up to the Latest Practicable Date) comprised 2,732,079,358 Shares. Assuming no issue of new Shares or repurchase of Shares by the Company after the Latest Practicable Date up to and including the date of the AGM, the Share Issue Mandate will authorize the Directors to issue and allot up to 273,207,935 new Shares.

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors including three executive Directors, two non-executive Directors and three independent non-executive Directors.

LETTER FROM THE BOARD

Pursuant to the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or the number nearest to but not less than one-third, shall retire from office by rotation and shall be eligible for re-election. The Directors to retire shall include any Director who wishes to retire and not to offer himself for re-election. Any further Director so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment. In addition, any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Dr. Tang Zhenming, Dr. Zhang Yaqin and Professor Mo Lai Lan, being those among the other Directors who have been longest in office since their last re-election, shall retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

The nomination committee of the Company (the “Nomination Committee”) had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31st December 2024 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Professor Mo Lai Lan, remain independent.

The Nomination Committee had considered and nominated the above retiring Directors to the Board for it to propose to the Shareholders for re-election at the AGM. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Dr. Tang Zhenming, Dr. Zhang Yaqin and Professor Mo Lai Lan stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the above retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

Brief biographical details of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. DECLARATION OF DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

As mentioned in the announcement of the Company dated 28 March 2025, the Board has resolved to recommend a dividend out of the share premium account of the Company of HK\$0.0533 per Share in respect of the year ended 31 December 2024, (the “Dividend”) which is subject to approval of the Shareholders at the AGM and compliance with the Companies Act (as amended from time to time) of the Cayman Islands (the “Companies Act”) and will be payable on Monday, 23 June 2025.

Under Section 34(2) of the Companies Act, the share premium account may be applied by the company paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to the Dividend, the Company meets the solvency test as laid down under the Companies Act and shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the Dividend is proposed to be paid.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025, both days inclusive. In order to qualify for the Dividend, 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 for registration not later than 4:30 p.m. on Monday, 2 June 2025.

5. ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

Set out on pages 16 to 21 in this circular is the AGM Notice containing the Ordinary Resolutions to be proposed at the AGM to, among other things, grant to the Directors the Repurchase Mandate, the Share Issue Mandate; approve the Re-election of Retiring Directors and the declaration of Dividend.

The register of members of the Company will be closed from Wednesday, 14 May 2025 to Tuesday, 20 May 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to ascertain the right to attend the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office 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, 13 May 2025.

6. ACTION TO BE TAKEN

A proxy form for use at the AGM is dispatched to you with this circular. A form of proxy can also be downloaded from the Company's website at www.chinasofti.com and the designated website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to 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 at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM.

7. VOTE BY POLL

Pursuant to the Article 66 of the Articles of Association, a resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may be in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A trustee of the share award scheme (adopted by the Board on 10 December 2018) held 236,343,326 Shares as at the Latest Practicable Date, and shall not exercise the voting rights at the AGM in respect of these Shares under the trust.

LETTER FROM THE BOARD

Save as disclosed above, so far as the Directors are aware, as at the Latest Practicable Date, no Shareholder will be required to abstain from voting under the Listing Rules in respect of any of the resolutions to be proposed at the AGM.

8. TYPHOON AND RAINSTORM ARRANGEMENTS

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) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

10. RECOMMENDATION

The Directors believe that the Share Issue Mandate, the Repurchase Mandate, Re-election of Retiring Directors, declaration of Dividend, and all other resolutions set out in the AGM Notice are all in the best interest of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of each of the Ordinary Resolutions set out in the AGM Notice.

Yours faithfully,
By Order of the Board
Chinasoft International Limited
Dr. Chen Yuhong
(Chairman and Chief Executive Officer)

This appendix serves as an explanatory statement, as required under the Share Buyback Rules, to provide information to the Shareholders with regard to the Repurchase Mandate to enable them to make an informed decision as to whether to vote in favour of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were in total an aggregate number of 2,732,079,358 Shares (after cancelation of all the Shares repurchased prior to and up to the Latest Practicable Date) in issue.

Subject to the passing of the Ordinary Resolution no. 6 and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 273,207,935 Shares representing not more than 10% of the issued Shares as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interest of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases are beneficial to the Company and its Shareholders.

According to the Listing Rules, listed issuers may, instead of cancellation of repurchased shares, (i) subject to the laws of their place of incorporation and their constitutional documents hold the repurchased shares in treasury and (ii) resell the treasury share in accordance with applicable laws, rules and restrictions. This will allow the Company to have greater flexibility in managing the Company's capital structure, to react promptly to market conditions and, if and when appropriate, and to resell the Treasury Shares on the market at market prices to raise funds.

Up to the Latest Practicable Date, the Shares repurchased by the Company were not held as Treasury Shares but were cancelled. The Shares which are repurchased by the Company will only be held as Treasury Shares by the Company when the Directors consider it prudent or beneficial for capital management purposes to do so, and the Treasury Shares will only be resold on the market when the Directors believe that a resale of such Treasury Shares is in the interests of the Company and the Shareholders as a whole.

For those Treasury Shares not directly held by the Company but are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such Treasury Shares. Such measures will include (i) procuring the relevant broker not to give instructions to HKSCC to vote at general meetings of the Company for such Treasury Shares; and (ii) in case of dividends or distributions, withdrawing the Treasury Shares from the CCASS and either registering in the Company's own name or cancelling them, in each case before the record date for the dividend or distributions.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Articles of Association and the applicable laws and regulations of the Cayman Islands. The Companies Act (as amended from time to time) of the Cayman Islands provides that Shares may be purchased out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or in the manner provided for therein out of capital.

The Directors at present have not decided which proposed source of funding is to be used when the Repurchase Mandate is exercised.

There might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated accounts contained in the annual report for the financial year ended 31 December 2024) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. GENERAL

The Directors will only exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and Articles of Association and the applicable laws of the Cayman Islands.

The Directors confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by Shareholders and exercised by the Board.

No core connected person (as defined in the Listing Rules) has notified the Company that he or it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders and exercised by the Board.

5. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the increase of the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Dr. Chen Yuhong and concert parties (including the interest of 315,488,861 Shares and 24,649,283 Shares held by Dan Capital Kunlun Limited Partnership) held 340,138,144 Shares, representing approximately 12.45% of the total issued Shares and Mr. Deng Yanbo and concert parties (including the interest of 50,479,283 Shares and 305,492,861 Shares held by Dr. Chen Yuhong) held 355,972,144 Shares, representing approximately 13.03% of the total issued Shares. To the best of knowledge and belief of the Company, no other person, together with his/her associates, was beneficially interested in Shares representing 10% or more of the total issued Shares as of the Latest Practicable Date.

In the event that the Directors exercise the Repurchase Mandate in full, then (if the present shareholdings otherwise remained the same) the holdings of Dr. Chen Yuhong and Mr. Deng Yanbo, and their respective concert parties, in the total Shares in issue would be increased respectively from approximately 12.45% and 13.03% to approximately 13.83% and 14.78% of the total Shares in issue. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25%, the relevant prescribed minimum percentage of the Shares in issue required by the Stock Exchange to be held by the public.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the main board of the Stock Exchange in each of the twelve months prior to the Latest Practicable Date were as follows:

| Month | Highest trade price (HK\$) | Lowest trade price (HK\$) |
|--|-------------------------------|------------------------------|
| 2024 | | |
| April | 4.96 | 4.36 |
| May | 5.02 | 3.99 |
| June | 4.55 | 3.91 |
| July | 4.39 | 3.64 |
| August | 3.85 | 3.38 |
| September | 5.35 | 3.57 |
| October | 9.32 | 5.22 |
| November | 6.79 | 5.25 |
| December | 5.95 | 5.01 |
| 2025 | | |
| January | 5.45 | 4.55 |
| February | 6.81 | 5.07 |
| March | 6.68 | 5.13 |
| April (from 1 April up to the Latest Practicable Date) | 5.28 | 4.04 |

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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

Dr. Tang Zhenming (Executive Director)

Dr. Tang Zhenming (唐振明), aged 62, is the senior vice president of the Company. He is responsible for the Group's training business and has over 20 years practicing experience in software information industry. Dr. Tang obtained a doctorate degree in motor electronic control from Beijing Institute of Technology* (北京理工大學) in 1994. Prior to joining the Company on 25 April 2000, Dr. Tang was employed by Beijing Institute of Technology Industrial Company* (北京理工大學產業總公司) as deputy general manager from May 1995 to July 1998 and by Chinasoft Cyber Information Technology Co., Ltd (Beijing) as deputy general manager from August 1998 to March 2003. Dr. Tang was also employed by American W&P Company, Beijing Office (美國W&P公司北京辦事處) as officer from December 1993 to March 1995.

Save as disclosed herein, as at the Latest Practicable Date, Dr. Tang did not hold any directorship in public companies listed on any securities market in Hong Kong or overseas in the last three years nor hold any position in any members of the Group.

Save as disclosed herein, Dr. Tang is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group. As at the Latest Practicable Date, Dr. Tang was interested or deemed to be interested in 16,769,283 Shares and 7,880,000 unvested award Shares under the share award scheme adopted by the Board on 10 December 2018 (the **"Share Award Scheme"**) within the meaning of Part XV of the SFO.

Dr. Tang was appointed as an executive Director on 17 November 2005. He had entered into a service agreement with the Company for a term of three years from 1 February 2023 and his appointment will continue since expiry of such term. Dr. Tang is entitled to an annual salary of RMB2,400,000 per annum plus an annual management bonus. A maximum number of 5,000,000 Shares (the **"Awarded Shares"**) may be awarded to Dr. Tang under the Share Award Scheme. The amount of the management bonus and the number of Awarded Shares will be determined by the Board at its absolute discretion having regard to the operating results of the Group and the performance of Dr. Tang. The salary, bonus, and the Awarded Shares were determined by the Board after taking into account the recommendation by the remuneration committee of the Company with reference to the prevailing market benchmark as well as his roles and duties in the Company. Dr. Tang is subject to retirement by rotation and re-election in accordance with the Articles of Association.

Save as disclosed above, Dr. Tang confirmed that there are no matter that needs to be brought to the attention of the Shareholders and there are no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

* for identification purpose only

Dr. Zhang Yaqin (Non-executive Director)

Dr. Zhang Yaqin (張亞勤), aged 59, is chair professor and dean of the Institute for AI Industry Research at Tsinghua University. Dr. Zhang Yaqin was the President of Baidu, Inc. (listed on NASDAQ, NASDAQ: BIDU) from September 2014 to October 2019, in charge of autonomous and intelligent cloud emerging business and basic technology system and etc., and also the Chairman of Baidu R&D Centre in U.S.. Prior to joining Baidu, Dr. Zhang served various positions at Microsoft Corporation (listed on NASDAQ, NASDAQ: MSFT) from January 1999 to September 2014, including: the corporate vice president of Microsoft Corporation, the chairman of Microsoft Asia-Pacific Research & Development Group responsible for driving Microsoft's overall research and development efforts in China and the Asia-Pacific region, the managing director and the chief scientist as well as an original founder of Microsoft Research Asia where he was in charge of Microsoft's mobile and embedded division in Microsoft's headquarters. Dr. Zhang is also a member of Committee 100, a group of leading Chinese-Americans to promote the political, science, social and economic exchanges between the US and China. Dr. Zhang was elected Foreign Member of Chinese Academy of Engineering in 2021. Dr. Zhang honored academician of the American Academy of Arts and Science in 2019. Dr. Zhang was awarded a fellow of the Australian Academy of Technology and Engineering in December 2017, and he has also been a fellow of the Institute of Electrical and Electronics Engineers since March 1997. Dr. Zhang obtained his bachelor's degree in radio electronics and master's degree in telecommunication and electrical systems from the University of Science and Technology of China (中國科技大學) in July 1983 and January 1986 respectively. In February 1990, Dr. Zhang obtained his Ph.D. degree in electrical engineering from George Washington University, Washington D.C. Dr. Zhang has been an independent non-executive director of a number of companies, including AsiaInfo Technologies Limited (listed on the Stock Exchange, stock code: 1675) since August 2018. He has been an independent non-executive director of WPP (NASDAQ: WPPGY) since January 2021.

Save as disclosed above, as at the Latest Practicable Date, Dr. Zhang did not hold any other directorship in public companies listed on any securities market in Hong Kong or overseas in the last three years nor hold any position in any members of the Group.

Save as disclosed above, Dr. Zhang is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group. As at the Latest Practicable Date, Dr. Zhang had interested in 250,000 Shares within the meaning of Part XV of the SFO.

Dr. Zhang was appointed as a non-executive Director on 31 December 2008. He had entered into a service agreement with the Company for a term of three years since 1 October 2014 and his appointment has continued since expiry of such term. Dr. Zhang is subject to retirement by rotation and re-election in accordance with the Articles of Association. Dr. Zhang is entitled to an annual remuneration of HK\$300,000 for his position as a non-executive Director. The fee was determined by the Board after taking into account the recommendation by the remuneration committee of the Company with reference to the prevailing market benchmark as well as his roles and duties in the Company.

Save as disclosed above, Dr. Zhang confirmed that there are no matter that needs to be brought to the attention of the Shareholders and there are no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Professor Mo Lai Lan (Independent Non-executive Director)

Professor Mo Lai Lan (巫麗蘭), aged 66, obtained her bachelor and Ph. D degrees in Accountancy from the Chinese University of Hong Kong and M.B.A. degree from Birmingham University in U.K.. She is a fellow member of the Association of Chartered Certified Accountants (ACCA) and a member of the Hong Kong Institute of Certified Public Accountants (HKICPA). Professor Mo joined The Hang Seng University of Hong Kong in January 2025 as the Head and Professor of the Department of Accountancy. Previously, Professor Mo served as Professor of Accountancy at City University of Hong Kong (2011-2024) and was the Associate Director of the Research Centre for Sustainable Hong Kong (CSHK) (2017-2024). CSHK is a strategic applied research center established at the City University of Hong Kong which aims at conducting impactful research in response to real-life sustainability challenges in Hong Kong and the region. Professor Mo served as Professor and Head of the Department of Accountancy at Lingnan University from 2006 to 2011. She also had teaching and research experiences with other prominent research universities. Prior to joining the academia, Professor Mo worked at a leading international certified public accountants firm as a professional auditor and a listed company as an internal auditor. Professor Mo was a member of the Auditing & Assurance Standards Committee of the HKICPA from 2012 to 2017, a member of the Greater Bay Area Committee of the HKICPA in 2021, and a member of Board of Review (Inland Revenue Ordinance, Hong Kong) from 2015 to 2020. In 2024, Professor Mo was appointed as a Non-Executive Director of the Board of the Accounting and Financial Reporting Council (AFRC), Convenor of the Financial Reporting Review Panel of the AFRC and a Specialist of the Hong Kong Council for Accreditation of Academic & Vocational Qualifications (HKCAAVQ). Professor Mo's research focuses on audit quality, tax compliance, corporate governance and sustainability. Many of her papers represent pioneer works on accounting research published in leading international research journals. She also co-authored books on corporate governance of traditional Chinese enterprises and family businesses, namely "A Dream of the Red Chambers and Corporate Governance of Family Businesses" 《紅樓夢與家族企業管治》, "Corporate Governance of Pawnshops in the Chinese Communities" 《華人社區當舖業與公司管治》 and co-edited a book entitled "Transcending the Bottleneck – The Hong Kong Accountancy Profession" 《突破瓶頸—香港會計業》. Professor Mo is currently an Associate Editor of the Accounting and Business Research (founded by the Institute of Chartered Accountants in England and Wales). She is also a member of the Editorial Board of AUDITING: A Journal of Practice & Theory and Journal of International Accounting Research which are leading research journals in Auditing and International Accounting respectively. At present, Professor Mo also serves as independent non-executive director of Acme International Holdings Limited (listed on the Stock Exchange, stock code: 1870).

Professor Mo is chairman of audit committee and a member of nomination committee and remuneration committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Professor Mo did not hold any other directorship in public companies listed on any securities market in Hong Kong or overseas in the last three years nor hold any position in any members of the Group.

Professor Mo is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group. As at the Latest Practicable Date, Professor Mo did not have interests in Shares within the meaning of Part XV of the SFO.

Professor Mo was appointed as an independent non-executive Director on 15 August 2018. Professor Mo had entered into a letter of appointment with the Company for a term of two years from 15 August 2018 and her appointment has continued since expiry of such term. Professor Mo is subject to retirement by rotation and re-election in accordance with the Articles of Association. Professor Mo is entitled to an annual remuneration of HK\$300,000 for her position as an independent non-executive Director. The fee was determined by the Board after taking into account the recommendation by the remuneration committee of the Company with reference to the prevailing market benchmark as well as her roles and duties in the Company.

In considering Professor Mo's re-election, the Board, with assistance and recommendation from the nomination committee of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, nationality, length of service, and the professional experience, skills and expertise, that Professor Mo can bring. The Board is not aware of any circumstance that might influence Professor Mo in exercising independent judgment, and is satisfied that she has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and she will be able to maintain an independent view of the Group's affairs. The Board considers her to be independent.

The Board is also of the view that Professor Mo is beneficial to the Board with diversity of her comprehensive experience and knowledge in Professor Mo that contributes to invaluable expertise, continuity and stability to the Board. The Board believes that she will continue to contribute effectively to the Board.

Save as disclosed above, Professor Mo confirmed that there are no matter that needs to be brought to the attention of the Shareholders and there are no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that an annual general meeting of CHINASOFT INTERNATIONAL LIMITED (the “Company”) will be held at 2:00 p.m. on Tuesday, 20 May 2025 at Multi-purpose Space 07-08, 1M/F, Kai Tak Arena, 38 Shing Kai Road, Kowloon, 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 2024;
2.
 - (i) To re-elect Dr. Tang Zhenming as an executive director of the Company;
 - (ii) To re-elect Dr. Zhang Yaqin as a 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;

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

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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 sell or transfer ordinary shares repurchased and held by the Company in treasury (the “treasury shares”) 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 and/or to acquire treasury shares) 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 and/or acquire treasury shares) 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 and the aggregate number of treasury shares to be sold or transferred or agreed conditionally or unconditionally to be sold or transferred (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 and/or to acquire treasury shares; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares or transfer of treasury shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of shares in the Company or transfer of treasury shares 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 and/or to acquire treasury shares, shall not exceed 10% of the total number of ordinary shares of the Company (excluding any treasury shares) 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

NOTICE OF ANNUAL GENERAL MEETING

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 where such ordinary shares are issued and/or treasury shares are transferred for cash consideration, they shall not be issued and/or transferred at a discount of more than 10% to the average closing price of such ordinary shares in the 20 consecutive trading days immediately prior to the earlier of the date of announcement of the proposed issue of ordinary shares of the Company and/or immediately prior to the sale of treasury shares and the date of the agreement involving the proposed issue of ordinary shares of the Company and/or the date of sale of treasury shares; 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 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).”

NOTICE OF ANNUAL GENERAL MEETING

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 (excluding ordinary shares repurchased and held by the Company in treasury) 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 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.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** the payment of a dividend out of the share premium account of the Company of HK\$0.0533 per ordinary share of the Company in respect of the year ended 31 December 2024 (the “Dividend”) to holders of ordinary shares of the Company as recorded on the register of holders of ordinary shares of the Company on 6 June 2025 be and is hereby approved.”

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

25 April 2025

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) The annual general meeting will be held in the form of physical meeting. 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 speak and 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.

NOTICE OF ANNUAL GENERAL MEETING

- (5) The register of members of ordinary shares of the Company will be closed from Wednesday, 14 May 2025 to Tuesday, 20 May 2025, 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 and transfer office 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, 13 May 2025.
- (6) The register of members of ordinary shares of the Company will also be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025, 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 and transfer office 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, 2 June 2025
- (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 25 April 2025.
- (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) and the designated website of the Stock Exchange (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.