

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SINOSOFT
TECHNOLOGY

SINOSOFT TECHNOLOGY GROUP LIMITED

中國擎天軟件科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1297)

PROPOSED ADOPTION OF THE NEW ARTICLES

This announcement is made by Sinosoft Technology Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has proposed to amend the existing articles of association of the Company (the “**Existing Articles**”) in order to (i) reflect and align with the new requirements under the amendments on the Listing Rules with effect from 1 January 2022; (ii) reflect other relevant requirements of the Listing Rules and company law of the Cayman Islands; and (iii) make other consequential, tidy-up and housekeeping amendments (the “**Proposed Amendments**”).

In light of the number of the Proposed Amendments, the Board proposed to adopt an amended and restated articles of association (the “**New Articles**”) in substitution for, and to the exclusion of, the Existing Articles.

A summary of the major changes brought about by the adoption of the New Articles are set out below:

- (a) to update the definition of “Law” to “Act” to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (“Act”), and to make corresponding changes to the relevant article provisions;
- (b) to remove the article relating to the purchase by the Company of a redeemable share not made through the market or by tender at a maximum amount that may be determined by the holders (the “Shareholders”) of the Shares following the repeal of such requirement under the Listing Rules;
- (c) to allow the notice for the suspension of registration of transfers of the Shares be given by electronic means or other means in such manner as may be accepted by the Stock Exchange;
- (d) to require the Company to hold its annual general meeting in each financial year in compliance with the Listing Rules and such annual general meeting shall be held within 6 months after the end of each financial year;
- (e) to allow all general meetings to be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting;
- (f) to provide that notice of not less than 21 clear days shall be given for convening an annual general meeting and not less than 14 clear days for other general meetings (including an extraordinary general meeting) in compliance with the Listing Rules;
- (g) to expressly allow the Shareholders the right to speak and to vote at a general meeting except where a Shareholder is required under the Listing Rules to abstain from voting;
- (h) to provide that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board to hold office until the next following annual general meeting and then to be eligible for re-election in compliance with the Listing Rules;
- (i) to change the circumstances in which an interested Director may vote and be counted in the quorum at a Board meeting in accordance with the requirements under Rule 13.44 of the Listing Rules, following the repeal of the relevant requirements in Appendix 3 to the Listing Rules;

- (j) to change the requirement to remove an auditor from “special resolution” to “ordinary resolution” in compliance with the Listing Rules;
- (k) to allow the Board to appoint an auditor to fill a casual vacancy; and
- (l) to add the financial year end date of the Company in the New Articles in compliance with Cayman law.

The major changes set out above are non-exhaustive. Full text of the of the New Articles together with mark-ups showing all the changes will be set out in the circular to be despatched to the Shareholders.

The Board is of the view that the Proposed Amendments and the adoption of the New Articles are in the interests of the Company and the Shareholders as a whole.

The Proposed Amendments and the adoption of the New Articles are subject to the approval of the Shareholders by way of special resolution at the forthcoming annual general meeting of the Company (the “AGM”) and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the AGM, the Existing Articles shall remain valid.

After the Proposed Amendments come into effect, the full text of the New Articles will be published on the websites of the Stock Exchange and the Company.

A circular containing, among other things, details of the Proposed Amendments and the full text of the New Articles, together with a notice convening the AGM, will be despatched to the Shareholders in due course.

By order of the Board
Sinsoft Technology Group Limited
Xin Yingmei
Chairlady

Hong Kong, 28 April 2022

As at the date of this announcement, the executive Directors are Ms. Xin Yingmei and Mr. Su Hui, the non-executive Director is Mr. Ren Geng, and the independent non-executive Directors are Mr. Chan Choo Tee, Mr. Kwauk Teh Ming, Walter and Mr. Zong Ping.