

*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)**

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF THE BOARD COMMITTEES**

This announcement is made by Sinosoft Technology Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that Mr. Li Dong (李東) (“**Mr. Li**”) has been appointed as an independent non-executive Director, a member of each of the remuneration committee (the “**Remuneration Committee**”), nomination committee (the “**Nomination Committee**”), investment management committee (the “**Investment Management Committee**”) and chairman of the audit committee (the “**Audit Committee**”) of the Company with effect from 1 February 2023.

The biographical details of Mr. Li are set out as follows:

Mr. Li, aged 46, has more than 21 years’ management experience in public accounting, investment banking and corporate finance. Mr. Li currently serves as the chief financial officer of TH International Limited (NASDAQ: THCH) (“**Tim Hortons China**”), a premium coffee chain network in China. Prior to joining Tim Hortons China in September 2021, Mr. Li served as the chief financial officer of OneSmart International Education Group Limited (NYSE: ONE) (currently known as Meta Data Limited (NYSE: AIU)), a leading premium K-12 education company in China listed on the New York Stock Exchange from July 2017 to June 2019, and as its director from September 2017 to June 2019. Mr. Li also served as the chief financial officer for (i) Ximalaya Inc., a leading non-music audio platform in China from September 2019 to September

2021; and (ii) Ecovacs Robotics Holdings Limited (科沃斯機器人股份有限公司), a leading consumer robotics company in China listed on the Shanghai Stock Exchange (SSE: 603486). From September 2008 to March 2015, Mr. Li worked as an associate and later vice president at the investment banking group of Merrill Lynch (Asia Pacific) Limited and as vice president in investment banking department of ICBC International Holdings Limited in Hong Kong. Prior to that, Mr. Li worked in KPMG's auditing practice group from August 1999 to April 2006 in its Beijing and Mountain View, California offices, respectively.

Mr. Li has served as an independent non-executive director and the chairman of the audit committee of Helens International Holdings Company Limited (海倫司國際控股有限公司), a company listed on the Stock Exchange (stock code: 9869) since August 2021. He also has served as an independent director of GreenTree Hospitality Group Ltd., a leading hospitality management group in China listed on the New York Stock Exchange (NYSE: GHG) since March 2018; and an independent director of Boqii Holding Limited, China's largest pet-focused platform listed on the New York Stock Exchange (NYSE: BQ) since September 2020.

Mr. Li obtained his bachelor's degree in accounting from School of Economics and Management, Tsinghua University in July 1999, as well as a master's degree in business administration from J. L. Kellogg School of Management, Northwestern University in the United States in June 2008. Mr. Li became a member of the Chinese Institute of Certified Public Accountants in 2002 and a member of the Certified General Accountants Association of Canada in 2001.

Mr. Li has entered into a letter of appointment with the Company in respect of the appointment as an independent non-executive Director for a term of three years commencing from 1 February 2023. He is entitled to a director's fee of HKD150,000 per annum before tax for his directorship in the Company, which was determined by the Board on the recommendation of the remuneration committee of the Company with reference to his qualifications, experience, duties and responsibilities, as well as the prevailing market conditions.

Pursuant to the articles of association of the Company, Mr. Li shall hold office until the first general meeting of the Company after his appointment and shall be subject to re-election at the meeting and thereafter, shall be subject to retirement by rotation at least once every three years.

Save as disclosed above, as at the date of this announcement, Mr. Li (i) does not hold any other positions with any members of the Group; (ii) does not, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as otherwise disclosed, Mr. Li does not hold any directorship in any other listed public company in the last three years preceding the date of his appointment, and does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Li has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to his appointment as an independent non-executive Director of the Company that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

#### **COMPLIANCE WITH THE LISTING RULES AND THE TERMS OF REFERENCE OF EACH OF THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE, THE NOMINATION COMMITTEE AND THE INVESTMENT MANAGEMENT COMMITTEE**

Reference is made to the announcement of the Company dated 25 November 2022, in relation to the passing away of Mr. Kwauk Teh Ming, Walter, an independent non-executive Director and non-compliance with the Listing Rules. Following the appointment of Mr. Li, the Company has complied with the requirements as set out in Rules 3.10(1), 3.10(2), 3.10A, 3.21, 3.25, 3.27A of the Listing Rules and the terms of reference of each of the Audit Committee, Remuneration Committee, Nomination Committee, and Investment Management Committee.

The Board would like to take this opportunity to express its warmest welcome to Mr. Li for joining the Company.

By order of the Board  
**Sinosoft Technology Group Limited**  
**Xin Yingmei**  
*Chairlady*

Hong Kong, 31 January 2023

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