

*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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Sinosoft Technology Group Limited 中國擎天軟件科技集團有限公司 (the “**Company**”) will be held at 10:00 a.m. (Hong Kong time) (or as soon as practicable after the conclusion or the adjournment of the Court Meeting (as defined in the Scheme Document (as further defined below)) on Monday, 19 February 2024 at 5/F, United Centre, 95 Queensway, Hong Kong, for the purpose of considering and, if thought fit, approving the following resolutions:

### **SPECIAL RESOLUTION**

1. **“THAT:**

for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document (as defined further below)) (the “**Scheme**”) as set out in the scheme document of the Company dated 26 January 2024 (the “**Scheme Document**”) and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting (as defined in the Scheme Document), on the Effective Date (as defined in the Scheme Document), any reduction of the issued share capital of the Company associated with the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme Document) be and is hereby approved.”

## ORDINARY RESOLUTION

2. “**THAT:**

- (a) subject to and contemporaneously with the cancellation and extinguishment of the Scheme Shares, the maintenance of the issued share capital of the Company at the amount prior to the cancellation and extinguishment of the Scheme Shares by applying the credit created as a result of the aforesaid cancellation and extinguishment of the Scheme Shares to pay up in full at par such number of new Shares (as defined in the Scheme Document) as is equal to the number of Scheme Shares cancelled for allotment and issuance to the Offeror (as defined in the Scheme Document) be and is hereby approved; and that the directors of the Company be and are hereby authorised to allot and issue such new Shares accordingly; and
- (b) any one director of the Company be and is hereby authorised to do all acts and things and to execute all such documents as considered by him/her to be necessary or desirable for or in connection with the implementation of the Proposal (as defined in the Scheme Document), including (without limitation) (i) the making of an application to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of Shares, subject to the Scheme taking effect; (ii) any reduction of the share capital of the Company, (iii) the allotment and issue of Shares to the Offeror referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose.”

On behalf of the board of directors of  
**Sinosoft Technology Group Limited**  
**中國擎天軟件科技集團有限公司**  
**Ms. Xin Yingmei**  
*Director*

Hong Kong, 26 January 2024

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal Place of Business in Hong Kong:*

40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai  
Hong Kong

*Notes:*

- (1) Unless otherwise defined herein, capitalised terms used herein shall have the same meaning ascribed to them in the composite scheme document dated 26 January 2024 (the “**Scheme Document**”), of which this notice forms part.
- (2) A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (3) A **white** form of proxy for use at the EGM (or any adjournment thereof) is enclosed with the Scheme Document.
- (4) In the case of joint registered holders of a Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto. However, if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (5) In order to be valid, the **white** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time for holding the EGM or any adjournment thereof, failing which the **white** form of proxy will not be valid. Completion and return of the white form of proxy will not preclude a member from attending the EGM and voting in person if he/she so wishes and in such event, the **white** form of proxy submitted will be revoked by operation of law.
- (6) Voting at the EGM will be taken by poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and The Hong Kong Code on Takeovers and Mergers.
- (7) The register of members of the Company will be closed from Wednesday, 14 February 2024 to Monday, 19 February 2024 (both days inclusive) and during such period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 9 February 2024.

*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, Mr. Li Dong and Mr. Zong Ping.*