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**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)**

## **CHANGE IN BOARD LOT SIZE**

References are made to (i) the scheme document (the “**Scheme Document**”) jointly issued by Worth Glory Limited (the “**Offeror**”) and Sinosoft Technology Group Limited (the “**Company**”) dated 26 January 2024 in relation to, among other things, (1) the proposal for the privatisation (the “**Proposal**”) of the Company by the Offeror by way of a scheme of arrangement (the “**Scheme**”) under section 86 of the Companies Act of the Cayman Islands; and (2) the proposed withdrawal of listing of the Company; and (ii) the announcement dated 19 February 2024 jointly issued by the Offeror and the Company in relation to, among other things, the results of the Court Meeting and the EGM (the “**Results Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Scheme Document.

### **CHANGE IN BOARD LOT SIZE**

The Board announces that the board lot size of the Shares will be changed from 1,000 Shares to 800,000 Shares with effect from 9:00 a.m. on Thursday, 29 February 2024.

### **REASONS FOR AND BENEFITS OF THE CHANGE IN BOARD LOT SIZE**

As set forth in the Scheme Document, on 8 December 2023, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the proposed privatisation of the Company by way of a scheme of arrangement under section 86 of the Companies Act involving the cancellation of the Scheme Shares and, in consideration thereof, the payment to the Scheme Shareholders of the Cancellation Price for each Scheme Share, and the withdrawal of the listing of the Shares on the Stock Exchange.

As stated in the Results Announcement, the Court Meeting and the EGM were held on Monday, 19 February 2024, at which all relevant resolutions relating to the Scheme and the implementation of the Proposal were duly approved by the Scheme Shareholders and the Shareholders, as the case may be, in accordance with the relevant requirements of the Takeovers Code and the Companies Act.

The Company has applied to the Stock Exchange for the withdrawal of the listing of the Shares from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, subject to, among other things, the sanction of the Scheme (with or without modification) by the Grand Court and all other Conditions having been fulfilled or waived (as applicable).

Subject to the Scheme becoming effective on the Effective Date, it is expected that the listing of the Shares on the Stock Exchange will be withdrawn from 4:00 p.m. on Monday, 4 March 2024.

As set out in the section headed “EXPECTED TIMETABLE” in the Scheme Document, the latest time for trading in the Shares on the Stock Exchange was at 4:10 p.m. on Wednesday, 21 February 2024. The change in board lot size of the Shares will only become effective after the latest time for trading in the Shares on the Stock Exchange.

The new board lot size of 800,000 Shares is determined after taking into account of the maximum board lot size permitted under the Listing Rules and the relevant guidance issued by the Stock Exchange, with a view to minimising the administrative expenses involved in the privatisation process.

For the avoidance of doubt, the change in the board lot size of the Shares would not, subject to the Scheme becoming effective, affect the entitlements of the Scheme Shareholders under the Scheme.

### **EXPECTED TIMETABLE FOR THE CHANGE IN BOARD LOT SIZE**

Effective date of the change in board lot size:

From 1,000 Shares to 800,000 Shares . . . . . 9:00 a.m. on Thursday, 29 February 2024

### **ODD LOT ARRANGEMENT AND PARALLEL TRADING**

The latest time for trading in the Shares on the Stock Exchange was at 4:10 p.m. on Wednesday, 21 February 2024. The trading in the Shares on the Stock Exchange has been and will continue to be suspended from the said date and time and up to the date of withdrawal of the listing of the Shares on the Stock Exchange becoming effective (which is expected to be at 4:00 p.m. on Monday, 4 March 2024). In addition, subject to the Proposal and the Scheme becoming effective, the Scheme Shares held by the Scheme Shareholders (including any Scheme Shares held by odd lot holders) will be cancelled on the Effective Date. As such, the Board is of the view that it is reasonable and expedient not to arrange for any odd lot matching services to the Shareholders. There will be no parallel trading arrangement.

## ARRANGEMENT ON SHARE CERTIFICATES

All existing share certificates in board lot of 1,000 Shares will continue to be evidence of title to such Shares and be valid for delivery, transfer and settlement purposes. Therefore, no exchange of existing share certificates will be required and no arrangement for free exchange of existing share certificates will be provided.

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

Hong Kong, 27 February 2024

*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. Li Dong and Mr. Zong Ping.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*