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**Worth Glory Limited**

*(Incorporated in British Virgin Islands with limited liability)*



**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)**

**JOINT ANNOUNCEMENT**

- (1) PROPOSAL FOR THE PRIVATISATION OF  
SINOSOFT TECHNOLOGY GROUP LIMITED  
BY THE OFFEROR  
BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES ACT OF THE  
CAYMAN ISLANDS;  
(2) EFFECTIVE DATE OF THE SCHEME;  
(3) WITHDRAWAL OF LISTING OF  
SINOSOFT TECHNOLOGY GROUP LIMITED;  
AND  
(4) DESPATCH OF CHEQUES**

**Financial Adviser to the Offeror**



RAINBOW CAPITAL (HK) LIMITED  
流博資本有限公司

**Independent Financial Adviser to the Independent Board Committee**



## **INTRODUCTION**

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; (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; and (iii) the announcement dated 1 March 2024 jointly issued by the Offeror and the Company in relation to, among other things, the sanction of the Scheme by the Grand Court (the “**Sanction Announcement**”). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Scheme Document. Unless otherwise indicated, all references to time and dates contained in this joint announcement are references to Hong Kong time and dates.

## **EFFECTIVE DATE OF THE SCHEME**

As stated in the Sanction Announcement, the Scheme was sanctioned without modification by the Grand Court at the petition hearing held on Thursday, 29 February 2024 (Cayman Islands time).

A copy of the order of the Grand Court sanctioning the Scheme was delivered to the Registrar of Companies in the Cayman Islands for registration on Friday, 1 March 2024 (Cayman Islands time). As a result, all of the Conditions as set out in the section headed “Conditions of the Proposal and the Scheme” in the Explanatory Memorandum of the Scheme Document have been fulfilled. Accordingly, the Scheme became effective on Friday, 1 March 2024 (Cayman Islands time).

## **WITHDRAWAL OF THE LISTING OF THE SHARES**

The withdrawal of the listing of the Shares on the Stock Exchange will become effective from 4:00 p.m. on Monday, 4 March 2024.

## **DESPATCH OF CHEQUES**

Cheques for the payment of the Cancellation Price in the form of the Cash Cancellation Consideration to the Scheme Shareholders (other than the Controlling Shareholders) will be despatched as soon as possible but in any event on or before Tuesday, 12 March 2024.

By order of the board of directors of  
**Worth Glory Limited**  
**Ms. Xin Yingmei**  
*Director*

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

Hong Kong, 4 March 2024

*As at the date of this joint announcement, the sole director of the Offeror is Ms. Xin Yingmei.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Group) and confirm, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint 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 joint announcement (other than those relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror in her capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*