THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Soft International Group Ltd**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SOFT INTERNATIONAL GROUP LTD
舒寶國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2569)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES AND BUYBACK SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of the cover and the first page of this circular shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular. A notice convening the 2026 AGM to be held at Zhizao Avenue, Economic Development Zone (Food Park), Quanzhou Jinjiang, Fujian Province, China on Thursday, 18 June 2026 at 10:00 a.m. is set out on pages 19 to 23 of this circular. A form of proxy for use at the 2026 AGM is enclosed with this circular. Such form is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.Insoftb.com).

Whether or not you are able to attend the 2026 AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM or any adjournment thereof should you so wish.

24 April 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 5

APPENDIX I – BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION 10

APPENDIX II – EXPLANATORY STATEMENT 14

NOTICE OF ANNUAL GENERAL MEETING 19

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

"2026 AGM"	the AGM to be held at Zhizao Avenue, Economic Development Zone (Food Park), Quanzhou Jinjiang, Fujian Province, China on Thursday, 18 June 2026 at 10:00 a.m., or any adjournment thereof
"AGM"	the annual general meeting of the Company
"Articles of Association"	The second amended and restated memorandum and articles of association of the Company adopted on 10 March 2025, as amended, supplemented or otherwise modified from time to time
"Audit Committee"	the audit committee of the Board
"Blue Giant Hygiene Products"	Fujian Blue Giant Hygiene Products Co., Ltd.* (福建藍色巨人衛生用品有限公司), a company established under the laws of the PRC with limited liability on 22 December 2016 which is a wholly owned subsidiary of the Group
"Board"	the board of Directors
"Buyback Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buyback Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution granting such mandate
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CG Code"	the Corporate Governance Code contained in Appendix C1 to the Listing Rules
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Companies Act"	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time

"Company"	Soft International Group Ltd (舒寶國際集團有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 22 November 2023, the issued Shares of which are listed on the Main Board of the Stock Exchange on 27 March 2025 (Stock Code: 2569)
"Controlling Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Heynckes Trading"	Fujian Shubao Heynckes Trading Co., Ltd.* (福建舒寶亨克斯商貿有限公司), a company established under the laws of the PRC with limited liability on 23 May 2018 which is a wholly owned subsidiary of the Group
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Branch Share Registrar"	Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office
"Independent Third Party(ies)"	the independent third party(ies) who is/are, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, independent of the Company and its connected person(s)
"INED(s)"	the independent non-executive Director(s) of the Company
"Insoftb China"	Insoftb (China) Co., Ltd.* (嬰舒寶(中國)有限公司), a company established under the laws of the PRC with limited liability on 30 November 2010 which is a wholly owned subsidiary the Group

"Issue Mandate"	the general and unconditional mandate proposed to be granted at the 2026 AGM to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares) during the relevant period not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution granting such mandate
"Latest Practicable Date"	17 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Date"	27 March 2025, the date on which the issued Shares were initially listed on the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
"Mr. Gao"	Mr. Gao Yue (高躍), the executive Director of the Company
"Mr. Ngan"	Mr. Ngan Pui Kuan (顏培坤), the executive Director of the Company
"Mr. Wong"	Mr. Wong Tai Wai David (黃大維), the INED
"Mr. Zeng"	Mr. Zeng Guodong (曾國棟), the executive Director of the Company
"Mr. Zhou"	Mr. Zhou Jiahao (周家豪), the executive Director of the Company
"Ms. Leong"	Ms. Leong Kai Weng Subrina (梁佳穎), the INED
"Ms. Ngan"	Ms. Ngan Ka Wai (顏嘉瑋), the senior management of the Company
"Nomination Committee"	the nomination committee of the Board
"PRC"	the People's Republic of China, for the purpose of this circular only, excluding Hong Kong, Macao and Taiwan
"Remuneration Committee"	the remuneration committee of the Board

"RMB"	Renminbi, the lawful currency of the PRC
"Sanctions Oversight Committee"	the sanctions oversight committee of the Board
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
"Share(s)"	the ordinary share(s) with par value of HK$0.0001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, modified and supplemented from time to time
"treasury shares"	treasury shares as defined under the Listing Rules
"Year"	the year ended 31 December 2025
"%"	per cent

* *English for identification purpose only*

SOFT INTERNATIONAL GROUP LTD
舒寶國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2569)

Executive Directors:
Mr. Ngan Pui Kuan *(Chair)*
Mr. Zeng Guodong *(Chief Executive Officer)*
Mr. Zhou Jiahao
Mr. Gao Yue

Non-executive Director:
Mr. Cai Hao

Independent non-executive Directors:
Ms. Leong Kai Weng Subrina
Mr. Wong Tai Wai David
Mr. Ng Brian Hong Jing

Registered office:
89 Nexus Way
Camana Bay
Grand Cayman
KY1-9009
Cayman Islands

Principal Place of Business and Head Office in the PRC
Zhizao Avenue
Economic Development Zone (Food Park)
Quanzhou Jinjiang
Fujian Province
China

Principal Place of Business in Hong Kong
Room 1910, 19/F., C C Wu Building
302-308 Hennessy Road
Wan Chai
Hong Kong

Quanzhou Jinjiang, Fujian, the PRC, 24 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES AND BUYBACK SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Directors will propose at the 2026 AGM resolutions for, among other matters, (i) the grant of the Issue Mandate and the Buyback Mandate; (ii) the extension of the Issue Mandate to include the Shares bought-back under the Buyback Mandate; (iii) the re-election of the retiring Directors; and (iv) the re-appointment of the auditor of the Company.

The purpose of this circular is to give you notice of the 2026 AGM and to provide you with the information regarding the above resolutions to be proposed at the 2026 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to the AGM held on 20 June 2025 will expire at the conclusion of the 2026 AGM, an ordinary resolution will be proposed at the 2026 AGM to grant the Issue Mandate to the Directors. Based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that there will be no change in the number of issued Shares after the Latest Practicable Date and up to the date of the 2026 AGM, the Directors will be authorised to allot, issue and deal with up to a maximum of 200,000,000 Shares (including any sale or transfer of treasury shares), being 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2026 AGM. The Issue Mandate will expire at the earliest of: (a) the conclusion of the next AGM unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or (b) the expiration of the period within which the Company is required by law or the Articles of Association to hold the next AGM; or (c) the revocation, variation, or renewal of this general mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

BUYBACK MANDATE

Given that the general mandate granted to the Directors to buyback Shares pursuant to the AGM held on 20 June 2025 will expire at the conclusion of the 2026 AGM, an ordinary resolution will be proposed at the 2026 AGM to grant the Buyback Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Buyback Mandate and based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be bought-back and cancelled after the Latest Practicable Date and up to the date of the 2026 AGM, the Company will be allowed to buyback a maximum of 100,000,000 Shares, being 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the resolution in relation thereto. The Buyback Mandate, if granted, will expire at the earliest of (a) the conclusion of the next AGM unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or (b) the expiration of the period within which the Company is required by law or the Articles of Association to hold the next AGM; or (c) the revocation, variation, or renewal of this general mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Buyback Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under Rule 10.06(1) (b) of the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Buyback Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Buyback Mandate, an ordinary resolution will be proposed at the 2026 AGM to authorise the increase in the total number of new Shares (excluding treasury shares, if any) which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually bought-back under the Buyback Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were four executive Directors, namely Mr. Ngan Pui Kuan, Mr. Zeng Guodong, Mr. Zhou Jiahao and Mr. Gao Yue; one non-executive Director, namely Mr. Cai Hao and three INEDs, namely Ms. Leong Kai Weng Subrina, Mr. Wong Tai Wai David and Mr. Ng Brian Hong Jing.

Pursuant to Article 108(a) of the Articles of Association, at every AGM, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM by rotation at least once every three years. Furthermore, pursuant to code provision B.2.2 set out in the CG Code, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Accordingly, Mr. Gao, Ms. Leong and Mr. Wong shall retire at the 2026 AGM and, being eligible, will offer himself for re-election at the 2026 AGM.

Mr. Gao, Ms. Leong and Mr. Wong are collectively referred to as the "**Retiring Director(s)**".

The Nomination Committee had assessed and reviewed each of the INEDs' written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors during the Year or since their respective dates of appointment (as the case may be) with reference to the nomination principles and criteria set out in the board diversity policy and the nomination policy of the Company and found their performance satisfactory. The Nomination Committee also considered that experience, skills and other perspectives of Ms. Leong and Mr. Wong, being the INEDs as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the 2026 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their re-commendations for re-election by the Shareholders at the 2026 AGM. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

The biographical details of each of the Retiring Directors to be re-elected at the 2026 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

RE-APPOINTMENT OF AUDITOR

Forvis Mazars CPA Limited, *Certified Public Accountants* will retire as the independent auditor of the Company at the 2026 AGM and, being eligible, offer themselves for re-appointment. The Board (which agreed with the view of the Audit Committee) recommended that, subject to the approval of the Shareholders at the 2026 AGM, Forvis Mazars CPA Limited, *Certified Public Accountants* be reappointed as the independent auditor for the year ending 31 December 2026. Details of the re-appointment of independent auditor are set out in the resolution numbered 4 set out in the notice of the 2026 AGM.

2026 AGM AND PROXY ARRANGEMENT

The notice of the 2026 AGM is set out on pages 19 to 23 of this circular.

A form of proxy for use at the 2026 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchanges (www.hkexnews.hk) and the Company (www.Insoftb.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the 2026 AGM (i.e. not later than 10:00 a.m., on Tuesday, 16 June 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2026 AGM if you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 72 of the Articles of Association, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the 2026 AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that (i) the grant of the Issue Mandate and the Buyback Mandate, (ii) the extension of the Issue Mandate to include Shares bought-back under the Buyback Mandate, (iii) the re-election of the Retiring Directors, and (iv) the re-appointment of the auditor of the Company as set out in the notice of the 2026 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2026 AGM as set out in the notice of the 2026 AGM on pages 19 to 23 of this circular.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Soft International Group Ltd
Ngan Pui Kuan
Chair and Executive Director

The following are the biographical details of the Directors who will retire as required by the Articles of Association and the Listing Rules and are proposed to be re-elected at the 2026 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the following Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of the Listing Rules.

EXECUTIVE DIRECTOR

Mr. GAO YUE (高躍), aged 36, was appointed as the executive Director on 8 May 2024. He currently holds directorship in Blue Giant Hygiene Products, and Heynckes Trading, the subsidiaries of the Company. Mr. Gao is responsible for overseeing production and procurement of the Group. Mr. Gao is also nephew of Mr. Ngan, chair of the Board and one of the executive Directors, cousin of Mr. Zhou, one of the executive Directors, and Ms. Ngan, one of the senior management members. He is also one of the authorised representatives of our Company and a member of the Nomination Committee.

Mr. Gao has over 14 years of experience in production and procurement field. In October 2011, he joined Insoftb China as a procurement officer. From October 2012, he was promoted to procurement manager. He has held the position of assistant to the chair, Mr. Ngan since November 2020.

Mr. Gao graduated in accounting from Fujian Agricultural Vocational and Technical College* (福建農業職業技術學院) in the Fujian Province, PRC in July 2012.

Mr. Gao was previously a supervisor of the following PRC companies at the time of their respective dissolution:

Name of company	Nature of business	Date of dissolution	Status	Reasons of dissolution
Fujian Yiqi Technology Co., Ltd.* 福建奕奇科技有限公司	Research and development of technologies for the production of sanitary products	27 October 2020	Deregistration	Cessation of business
Shenzhen Yaoxinsheng E-Commerce Co., Ltd.* (深圳市耀信盛電子商務有限公司)	Sale of electronic products and daily necessities	26 October 2023	Deregistration	Cessation of business

Mr. Gao has entered into a service contract with the Company for an initial fixed term of three years commencing from the date of appointment as an executive Director, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Gao's emoluments for the financial year ended 31 December 2025 amounted at approximately RMB339,000. Such emolument will be determined annually by the Remuneration Committee by reference to his responsibilities and duties within the Company.

There is no information which is discloseable nor is/was Mr. Gao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Gao that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. LEONG KAI WENG SUBRINA (梁佳穎), aged 39, was appointed as our independent non-executive Director on 10 March 2025. Ms. Leong has over 12 years of experience in the fields of financial reporting, corporate finance, company secretarial and auditing. She is responsible for providing independent advice on the business strategies, operations and management of our Board. Ms. Leong is also the chair of the Audit Committee and a member of the Nomination Committee.

Ms. Leong served as a senior associate in assurance department in Pricewaterhousecoopers, a firm providing multinational professional services, from October 2009 to October 2013. From October 2013 to May 2016, she was a finance manager attached to Ares Asia Limited, a company listed on the Stock Exchange (stock code: 0645). Ms. Leong served as a financial consultant in China International Development Corporation Limited, a company listed on the Stock Exchange (stock code: 0264), from May 2016 to November 2020. From May 2016 to June 2020, she worked as the financial controller in China Apex Group Limited, a company listed on the Stock Exchange (stock code: 2011). From July 2020 to December 2021, Ms. Leong was attached to Hon & Co Group, a corporate finance firm, as the financial controller. From September 2021 to December 2023, she served as the company secretary of Target Insurance Holdings Limited, a company previously listed on the Stock Exchange (stock code: 6161). She was the chief financial officer and company secretary of Kelfred Holdings Limited, a company listed on the Stock Exchange (stock code: 1134) from September 2021 to December 2024. She also provided financial consultant services to Sincere Watch (Hong Kong) Limited, a company listed on the Stock Exchange (stock code: 0444) from January 2024 to March 2025.

Ms. Leong has served as the company secretary of International Genius Company, a company listed on the Stock Exchange (stock code: 0033) ("**International Genius**") since October 2021, Ta Yang Group Holdings Limited, a company listed on the Stock Exchange (stock code: 1991) ("**Ta Yang**") since May 2025 and China Next-Gen Commerce and Supply Chain Limited, a company listed on the Stock Exchange (stock code: 3928) ("**China Next-Gen**") since September 2025, through a secretarial company which executed contracts with International Genius, Ta Yang and China Next-Gen, respectively.

Ms. Leong obtained her bachelor's degree in business administration in professional accountancy from The Chinese University of Hong Kong in December 2009 and a master's degree in corporate governance from The Hong Kong Polytechnic University in September 2017. Ms. Leong was admitted as a member of Hong Kong Institute of Certified Public Accountants in January 2013 and an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in December 2017, respectively.

Ms. Leong has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from the Listing Date and will continue thereafter until terminated by not less than one month's notice in writing by served by either party on the other. Ms. Leong's emoluments for the financial year ended 31 December 2025 amounted at approximately RMB83,000. Such emolument will be determined annually by the Remuneration Committee by reference to her responsibilities and duties within the Company.

There is no information which is discloseable nor is/was Ms. Leong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Leong that need to be brought to the attention of the Shareholders. Ms. Leong, has confirmed her independence pursuant to Rule 3.13 of the Listing Rules respectively.

Mr. WONG TAI WAI DAVID (黃大維), aged 67, was appointed as our independent non-executive Director on 10 March 2025. Mr. Wong has over 21 years of experience in IT management and practice development and is responsible for providing independent advice on the business strategies, operations and management of our Board. He is also the chairman of the Remuneration Committee and a member of the Audit Committee.

Mr. Wong previously served as a practice director at Timeless Software Limited, a company listed on GEM of the Stock Exchange (stock code: 8028), a company primarily engaged in the provision of software development cycle consultation. He has been serving as the chief operating officer of Four Directions Limited, a company specialising in digital marketing and communication solution, mobile and web based IT product and platform development since September 2018.

Mr. Wong obtained diploma in Business Data Processing from St. Clair College, Canada in August 1985.

Mr. Wong has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from the Listing Date and will continue thereafter until terminated by not less than one month's notice in writing by served by either party on the other. Mr. Wong's emoluments for the financial year ended 31 December 2025 amounted at approximately RMB83,000. Such emolument will be determined annually by the Remuneration Committee by reference to his responsibilities and duties within the Company.

There is no information which is discloseable nor is/was Mr. Wong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders. Mr. Wong has confirmed his independence pursuant to Rule 3.13 of the Listing Rules respectively.

Save as disclosed above, each of the Retiring Directors confirms with respect to him/her that as at the Latest Practicable Date: he/she (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO, which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of the Retiring Directors.

* *English for identification purpose only*

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the 2026 AGM for approving the Buyback Mandate.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buyback their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed share buyback on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by a specific approval.

2. BUYBACK OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buyback Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,000,000,000 issued Shares in one class. Subject to the passing of the proposed ordinary resolution for the approval of the Buyback Mandate and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and up to the date of the 2026 AGM of passing such resolution, the Directors will be authorised to buyback up to a maximum of 100,000,000 Shares, representing 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution. The Buyback Mandate will expire at the earliest of (a) the conclusion of the next AGM unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or (b) the expiration of the period within which the Company is required by law or the Articles of Association to hold the next AGM; or (c) the revocation, variation, or renewal of this general mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR BUYBACK

The Directors presently have no intention to buyback any Shares but consider that the Buyback Mandate will provide the Company with the flexibility to make such buyback when appropriate and beneficial to the Company. An exercise of the Buyback Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a buyback will benefit the Company and the Shareholders as a whole. The number of the Shares to be bought-back on any occasion and the price and other terms on which the same are bought-back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining, subject to the restrictions under the Listing Rules.

5. FUNDING OF BUYBACK

In buying-back securities, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules, the Companies Act and/or other applicable laws.

The Company is not permitted to buyback its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Subject to the foregoing, any buyback of the Shares by the Company may be made out of profits of the Company, out of share premium, or out of the proceeds of a fresh issue of the Shares made for the purpose of the buyback or, subject to the Companies Act, out of capital. Any amount of premium payable on the purchase over the par value of the Shares to be bought-back must be out of profits of the Company, out of the Company's share premium account before or at the time the Shares are bought-back, or subject to the Companies Act, out of capital.

The Company may cancel such bought-back Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of buyback of the Shares.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

The Directors consider that an exercise of the Buyback Mandate in full could have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2025, being the date of its latest published audited consolidated financial statements. However, the Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange since the Listing Date and up to the Latest Practicable Date were as follows:

	Traded price per Share *(HK$)*	
Month	**Highest**	**Lowest**
2025		
April	0.80	0.43
May	0.96	0.59
June	1.68	0.79
July	1.43	1.10
August	1.36	0.94
September	0.99	0.66
October	1.07	0.68
November	1.04	0.90
December	1.04	0.95
2026		
January	1.12	0.91
February	1.19	1.01
March	1.14	0.91
April (up to and the Latest Practicable Date)	1.01	0.91

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors nor to the best of their knowledge having made all reasonable enquiries, their close associates, has any present intention to sell to the Company any of the Shares in the event that the proposed resolution for the Buyback Mandate is approved at the 2026 AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to buyback Shares pursuant to the Buyback Mandate in accordance with the Listing Rules, the Cayman Islands and/or other applicable laws and regulations. The Directors will not exercise the Buyback Mandate if the buyback would result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

10. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to buyback Shares pursuant to the Buyback Mandate, such an increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders were interested in 5% or more of the number of issued Shares:

Name of Shareholder	**Capacity/Nature of interest**	**Number of Shares held (L)[(1)]**	**Approximate percentage of the Company's issued share capital** *(%)*	**Approximate percentage of total number of Shares (assuming the Buyback Mandate is exercised in full)** *(%)*
Mr. Ngan[(2)]	Interests in controlled corporations	675,000,000	67.50 (L)	75.0 (L)
Softo BVI[(2)]	Beneficial owner	442,125,000	44.21 (L)	49.1 (L)
	Interest in controlled corporations	232,875,000	33.29 (L)	25.9 (L)
Wish BVI[(2)]	Beneficial owner	120,000,000	12.00 (L)	13.3 (L)
Galaxey BVI[(2)]	Beneficial owner	112,875,000	11.29 (L)	12.5 (L)
Mr. Zeng[(3)]	Interests in controlled corporations	75,000,000	7.50 (L)	8.3 (L)

Name of Shareholder	Capacity/Nature of interest	Number of Shares held (L)[1]	Approximate percentage of the Company's issued share capital *(%)*	Approximate percentage of total number of Shares (assuming the Buyback Mandate is exercised in full) *(%)*
Aspiring BVI[3]	Beneficial owner	45,400,000	4.54 (L)	5.0 (L)
	Interest in a controlled corporation	29,600,000	2.96 (L)	3.3 (L)
Ambition BVI[3]	Beneficial owner	29,600,000	2.96 (L)	3.3 (L)

Notes:

(1) The Letter "L" demonstrates long position.

(2) Softo Co., Ltd ("**Softo BVI**"), Wish International Holding Ltd ("**Wish BVI**") and Galaxey International Holdings Limited ("**Galaxey BVI**") held approximately 44.21%, 12.00% and 11.29% of the issued share capital of the Company, respectively. Each of Wish BVI and Galaxey BVI is wholly owned by Softo BVI, which is in turn wholly owned by Mr. Ngan. Mr. Ngan is therefore deemed to be interested in the Shares that each of Softo BVI, Wish BVI and Galaxey BVI is interested in.

(3) Aspiring International Holding Ltd ("**Aspiring BVI**") and Ambition International Holding Ltd ("**Ambition BVI**") held approximately 4.54% and 2.96% of the issued share capital of the Company, respectively. Ambition BVI is wholly owned by Aspiring BVI, which is in turn wholly owned by Mr. Zeng. Mr. Zeng is therefore deemed to be interested in the Shares that each of Aspiring BVI and Ambition BVI is interested in.

On the basis that the number of issued Shares remain the same and save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buyback pursuant to the Buyback Mandate. The Directors do not intend to exercise the Buyback Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

11. SHARE BUYBACK MADE BY THE COMPANY

No buyback of Shares have been made by the Company (whether on the Stock Exchange or otherwise) since the Listing Date up to the Latest Practicable Date.

SOFT INTERNATIONAL GROUP LTD
舒寶國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2569)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of Soft International Group Ltd (the "**Company**" and the "**2026 AGM**", respectively) will be held at Zhizao Avenue, Economic Development Zone (Food Park), Quanzhou Jinjiang, Fujian Province, China on Thursday, 18 June 2026 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2025 and the respective reports of the Company's directors (the "**Director(s)**") and independent auditor;

2. (i) To re-elect Mr. Gao Yue as an executive Director;

   (ii) To re-elect Ms. Leong Kai Weng Subrina as an independent non-executive Director; and

   (iii) To re-elect Mr. Wong Tai Wai David as an independent non-executive Director;

3. To authorise the board of Directors of the Company (the "**Board**") to fix the remuneration of the Directors for the year ending 31 December 2026 ("**FY2026**");

4. To re-appoint Forvis Mazars CPA Limited, *Certified Public Accountants* as the independent auditor of the Company's financial statements for FY2026 and authorise the Board to fix their remuneration;

5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

   "**THAT:**

   (a) subject to paragraph (c) below of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the "**Shares**") (including any sales or transfer of treasury shares) or securities convertible into Shares, or options or securities for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles of Association**") in force from time to time, shall not exceed the aggregate of 20% of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution and such approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company (the "**AGM**");

(ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any other applicable laws; or

(iii) the date on which the authority set out in this resolution is revoked or varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

"**Rights Issue**" means an offer of Shares, or offer or issue of options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory, outside Hong Kong)."

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

"**THAT:**

(a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buyback the shares of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**Commission**") and the Stock Exchange under The Codes on Takeovers and Mergers and Share Buy-backs issued by the Commission be and is hereby generally and unconditionally approved;

(b) the total number of the Shares which may be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company (the "**AGM**");

(ii) the expiration of the period within which the next AGM is required to be held by the articles of association of the Company or any other applicable laws; or

(iii) the date on which the authority set out in this resolution is revoked or varied by way of an ordinary resolution by the shareholders of the Company in general meeting."

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening the annual general meeting of the Company (the "**Notice**"), the authority granted to the directors of the Company pursuant to resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares of the Company (the "**Shares**") bought-back pursuant to the authority granted pursuant to Resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing this Resolution."

Yours faithfully,
For and on behalf of the Board
Soft International Group Ltd
Ngan Pui Kuan
Chair and Executive Director

Quanzhou Jinjiang, Fujian, the PRC, 24 April 2026

Registered office:
89 Nexus Way
Camana Bay
Grand Cayman
KY1-9009
Cayman Islands

Principal Place of Business and Head Office in the PRC
Zhizao Avenue
Economic Development Zone (Food Park)
Quanzhou Jinjiang
Fujian Province
China

Principal Place of Business in Hong Kong
Room 1910, 19/F., C C Wu Building
302-308 Hennessy Road
Wan Chai
Hong Kong

Notes:

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the 2026 AGM. A proxy need not be a member of the Company.

2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, 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 meeting or adjourned meeting.

3. The register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the 2026 AGM, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, 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, 12 June 2026. The members of the Company whose names appear on the register of members of the Company on Thursday, 18 June 2026 are entitled to attend and vote at the 2026 AGM.

4. In relation to the proposed resolution numbered 2 above, Mr. Gao Yue, Ms. Leong Kai Weng Subrina and Mr. Wong Tai Wai David will retire as Directors at the 2026 AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 24 April 2026.

5. In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Board and has recommended that Forvis Mazars CPA Limited, *Certified Public Accountants* be re-appointed as the independent auditor.

6. In relation to the proposed resolution numbered 5 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The Directors have no immediate plans to issue any new Shares.

7. In relation to the proposed resolution numbered 6 above, the Directors wish to state that currently, they have no present intention to buyback any Shares and will exercise the powers conferred thereby to buyback Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote for or against the proposed resolution as required by the Listing Rules is set out in Appendix II to the Company's circular dated 24 April 2026.

8. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll except where the chairman of the 2026 AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

9. Where there are joint holders of any Share, any one of such joint holders may vote at the 2026 AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the 2026 AGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

10. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises Mr. Ngan Pui Kuan, Mr. Zeng Guodong, Mr. Zhou Jiahao and Mr. Gao Yue as the executive Directors; Mr. Cai Hao as the non-executive Director; and Ms. Leong Kai Weng Subrina, Mr. Wong Tai Wai David and Mr. Ng Brian Hong Jing as the independent non-executive Directors.