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

If you have sold or transferred all your shares in **Chinasoft International Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CHINASOFT INTERNATIONAL LIMITED

中 軟 國 際 有 限 公 司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 354)

**NOTICE OF ANNUAL GENERAL MEETING
GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
DECLARATION OF DIVIDEND**

A notice convening the annual general meeting (the “Annual General Meeting”) of shareholders of Chinasoft International Limited (the “Company”) to be held at Taishan Room, Level 5 Island Shangri-La Hong Kong Pacific Place, Supreme Court Road Central, Hong Kong at 2:00 p.m. on Monday, 20 May 2024 is contained in this circular. Whether or not you are able to attend such meeting, please complete and return the form of proxy enclosed herewith in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or the principal place of business of the Company in Hong Kong at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen’s Road Central, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

* For identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Taishan Room, Level 5 Island Shangri-La Hong Kong Pacific Place, Supreme Court Road Central, Hong Kong on Monday, 20 May 2024 at 2:00 p.m.;
“AGM Notice”	the notice for convening the AGM as set out on pages 18 to 22 of this circular;
“Articles of Association”	the articles of association of the Company, as may be amended from time to time;
“Board”	the board of Directors;
“Company”	Chinasoft International Limited (Stock Code: 354), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Directors”	directors of the Company for the time being;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as set out in the AGM Notice;
“PRC”	the People’s Republic of China;
“Re-election of Retiring Directors”	the proposed re-election of Dr. He Ning as an executive Director, Mr. Gao Liangyu as a non-executive Director, and Dr. Lai Guanrong and Mr. Yeung Tak Bun <i>J.P.</i> as independent non-executive Directors immediately following their retirement at the AGM;
“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of Ordinary Resolution no. 6 during the period as set out in Ordinary Resolution no. 6;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Share Buyback Rules”	the relevant rules set out in the Listing Rules to regulate the share repurchase by companies with primary listing on the Stock Exchange;
“Share Issue Mandate”	a general mandate to the Directors to exercise the powers of the Company to allot and issue Shares during the period as set out in Ordinary Resolution no. 5 up to 10% of the total number of Shares in issue as at the date of passing Ordinary Resolution no. 5;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange” or “SEHK”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“RMB”	Renminbi, the lawful currency of the PRC; and
“%”	per cent.

LETTER FROM THE BOARD



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CHINASOFT INTERNATIONAL LIMITED

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 354)

Executive Directors:

Dr. Chen Yuhong

(Chairman and Chief Executive Officer)

Dr. He Ning *(Vice Chairman)*

Dr. Tang Zhenming

Registered Office:

Century Yard, Cricket Square,
Hutchins Drive, P.O. Box 2681,
George Town, Grand Cayman KY1-1111,
Cayman Islands,
British West Indies

Non-executive Directors:

Dr. Zhang Yaqin

Mr. Gao Liangyu

Principal place of business in Hong Kong:

Unit 4607-8, 46th Floor,
COSCO Tower,
No. 183 Queen's Road Central,
Hong Kong

Independent Non-executive Directors:

Dr. Lai Guanrong

Professor Mo Lai Lan

Mr. Yeung Tak Bun, *J.P.*

26 April 2024

To the Shareholders

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
DECLARATION OF DIVIDEND**

1. INTRODUCTION

At the AGM to be held on Monday, 20 May 2024, the Ordinary Resolutions will be proposed, among other things, to grant to the Directors the Share Issue Mandate and the Repurchase Mandate, to approve the Re-election of Retiring Directors, and the payment of a dividend from the share premium account of the Company in respect of the year ended 31 December 2023.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to give you the AGM Notice, to provide you with information regarding, the Share Issue Mandate and the Repurchase Mandate, and information on the retiring Directors to be re-elected and the payment of a dividend, as well as to seek your approval of the Ordinary Resolutions relating to these matters at the AGM.

2. GENERAL MANDATES

At the AGM, separate ordinary resolutions will be proposed to refresh the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the resolution, provided that where Shares are issued for cash consideration, they shall not be issued at a discount of more than 20% to the average closing price of the Shares in the 20 consecutive trading days immediately prior to the earlier of (a) the date of announcement of the proposed issue of Shares; and (b) the date of the agreement involving the proposed issue of Shares; and (ii) to exercise all powers of the Company to repurchase issued and fully paid Shares up to a maximum of 10% of the total number of Shares in issue at the date of passing of the resolution. The Share Issue Mandate and the Repurchase Mandate will be valid from the date of passing of the relevant resolutions approving the same up to the earliest of (a) the date of the next annual general meeting of the Company; (b) the date by which the next annual general meeting of the Company is required to be held by law or by its Articles of Association; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company. The existing general mandates to issue and repurchase Shares granted to the Directors pursuant to the ordinary resolutions passed by the Shareholders at the annual general meeting held on 22 May 2023 will expire at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company (after cancellation of all the Shares repurchased prior to and up to the Latest Practicable Date) comprised 2,846,565,358 Shares. Assuming no issue of new Shares or repurchase of Shares by the Company after the Latest Practicable Date up to and including the date of the AGM, the Share Issue Mandate will authorize the Directors to issue and allot up to 284,656,535 new Shares.

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors including three executive Directors, two non-executive Directors and three independent non-executive Directors.

Pursuant to the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or the number nearest to but not less than one-third, shall retire from office by rotation and shall be eligible for re-election. The Directors to retire shall include any Director who wishes to retire and not to offer himself for re-election. Any further Director so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment. In addition, any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

LETTER FROM THE BOARD

Dr. He Ning, Mr. Gao Liangyu and Dr. Lai Guanrong, being those among the other Directors who have been longest in office since their last re-election, shall retire by rotation at the AGM and, being eligible, will offer themselves for re-election. Mr. Yeung Tak Bun, *J.P.*, who was appointed by the Directors on 22 August 2023, shall hold office only until the AGM and shall then be eligible for re-election.

The nomination committee of the Company (the “Nomination Committee”) had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31st December 2023 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Dr. Lai Guanrong and Mr. Yeung Tak Bun, *J.P.*, remain independent.

The Nomination Committee had considered and nominated the above retiring Directors to the Board for it to propose to the Shareholders for re-election at the AGM. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Dr. He Ning, Mr. Gao Liangyu, Dr. Lai Guanrong and Mr. Yeung Tak Bun, *J.P.* stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the above retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

Brief biographical details of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. DECLARATION OF DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

As mentioned in the announcement of the Company dated 28 March 2024, the Board has resolved to recommend a dividend out of the share premium account of the Company of HK\$0.0811 per Share in respect of the year ended 31 December 2023, (the “Dividend”) which is subject to approval of the Shareholders at the AGM and compliance with the Companies Act (as amended from time to time) of the Cayman Islands (the “Companies Act”) and will be payable on Monday, 24 June 2024.

Under Section 34(2) of the Companies Act, the share premium account may be applied by the company paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to the Dividend, the Company meets the solvency test as laid down under the Companies Act and shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the Dividend is proposed to be paid.

The register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024, both days inclusive. In order to qualify for the Dividend, all completed transfer forms accompanied by the relevant Share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 June 2024.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

Set out on pages 18 to 22 in this circular is the AGM Notice containing the Ordinary Resolutions to be proposed at the AGM to, among other things, grant to the Directors the Repurchase Mandate, the Share Issue Mandate; approve the Re-election of Retiring Directors and the declaration of Dividend.

The register of members of the Company will be closed from Tuesday, 14 May 2024 to Monday, 20 May 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to ascertain the right to attend the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 13 May 2024.

6. ACTION TO BE TAKEN

A proxy form for use at the AGM is dispatched to you with this circular. A form of proxy can also be downloaded from the Company's website at www.chinasofti.com and the designated website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or the principal place of business of the Company at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM.

7. VOTE BY POLL

Pursuant to the Article 66 of the Articles of Association, a resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may be in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A trustee of the share award scheme (adopted by the Board on 10 December 2018) held 261,186,114 Shares as at the Latest Practicable Date, and shall not exercise the voting rights at the AGM in respect of these Shares under the trust.

Save as disclosed above, so far as the Directors are aware, as at the Latest Practicable Date, no Shareholder will be required to abstain from voting under the Listing Rules in respect of any of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

8. TYPHOON AND RAINSTORM ARRANGEMENTS

In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the corporate website of the Company (www.chinasofti.com) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation

9. 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.

10. RECOMMENDATION

The Directors believe that the Share Issue Mandate, the Repurchase Mandate, Re-election of Retiring Directors, declaration of Dividend, and all other resolutions set out in the AGM Notice are all in the best interest of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of each of the Ordinary Resolutions set out in the AGM Notice.

Yours faithfully,
By Order of the Board
Chinasoft International Limited
Dr. Chen Yuhong
(Chairman and Chief Executive Officer)

This appendix serves as an explanatory statement, as required under the Share Buyback Rules, to provide information to the Shareholders with regard to the Repurchase Mandate to enable them to make an informed decision as to whether to vote in favour of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were in total an aggregate number of 2,846,565,358 Shares (after cancelation of all the Shares repurchased prior to and up to the Latest Practicable Date) in issue. As at the same date, share options to subscribe for 37,300,000 Shares had been granted and were outstanding under the share option scheme of the Company adopted on 20 May 2013.

Subject to the passing of the Ordinary Resolution no. 6 and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 284,656,535 Shares representing not more than 10% of the issued Shares as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interest of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases are beneficial to the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Articles of Association and the applicable laws and regulations of the Cayman Islands. The Companies Act (as amended from time to time) of the Cayman Islands provides that Shares may be purchased out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or in the manner provided for therein out of capital.

The Directors at present have not decided which proposed source of funding is to be used when the Repurchase Mandate is exercised.

There might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated accounts contained in the annual report for the financial year ended 31 December 2023) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS' STATEMENTS

The Directors will only exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and Articles of Association and the applicable laws of the Cayman Islands.

The Directors confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by Shareholders and exercised by the Board.

No core connected person (as defined in the Listing Rules) has notified the Company that he or it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders and exercised by the Board.

5. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the increase of the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Dr. Chen Yuhong and concert parties (including the interest of 315,488,861 Shares and 24,649,283 Shares held by Dan Capital Kunlun Limited Partnership) held 340,138,144 Shares, representing approximately 11.95% of the total issued Shares and Mr. Deng Yanbo and concert parties held 355,972,144 Shares, representing approximately 12.51% of the total issued Shares. To the best of knowledge and belief of the Company, no other person, together with his/her associates, was beneficially interested in Shares representing 10% or more of the total issued Shares as of the Latest Practicable Date.

In the event that the Directors exercise the Repurchase Mandate in full, then (if the present shareholdings otherwise remained the same) the holdings of Dr. Chen Yuhong and Mr. Deng Yanbo, and their respective concert parties, in the total Shares in issue would be increased respectively from approximately 11.95% and 12.51% to approximately 13.28% and 13.89% of the total Shares in issue. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25%, the relevant prescribed minimum percentage of the Shares in issue required by the Stock Exchange to be held by the public.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the main board of the Stock Exchange in each of the twelve months prior to the Latest Practicable Date were as follows:

Month	Highest trade price (HK\$)	Lowest trade price (HK\$)
2023		
April	5.53	4.99
May	5.32	4.60
June	5.43	4.63
July	5.19	4.19
August	5.27	4.24
September	6.09	5.05
October	6.34	5.47
November	6.98	5.55
December	6.74	5.70
2024		
January	6.00	4.39
February	5.32	4.26
March	5.78	4.54
April (from 1 April up to the Latest Practicable Date)	4.92	4.36

7. SHARE REPURCHASE MADE BY THE COMPANY

In the six months preceding the Latest Practicable Date, the Company had repurchased an aggregate of 96,734,000 Shares on the Stock Exchange, with details as follows:

Repurchase Date	Number of Shares repurchased	Purchase price per Share	
		Highest (HK\$)	Lowest (HK\$)
15 January 2024	3,000,000	5.34	5.26
16 January 2024	1,274,000	5.40	5.30
17 January 2024	3,000,000	5.27	5.14
18 January 2024	3,000,000	5.32	5.17
19 January 2024	3,000,000	5.26	5.15
22 January 2024	3,000,000	4.99	4.83
23 January 2024	5,000,000	5.07	4.81
24 January 2024	5,000,000	5.14	4.97
25 January 2024	5,000,000	5.14	5.08
26 January 2024	5,000,000	5.01	4.82
2 April 2024	5,000,000	4.85	4.57
3 April 2024	5,000,000	4.63	4.54
5 April 2024	5,000,000	4.71	4.49
8 April 2024	3,460,000	4.80	4.63
9 April 2024	4,000,000	4.89	4.80
10 April 2024	4,000,000	4.90	4.82
11 April 2024	4,000,000	4.86	4.75
12 April 2024	5,000,000	4.78	4.61
15 April 2024	8,000,000	4.60	4.47
16 April 2024	8,000,000	4.55	4.42
18 April 2024	3,000,000	4.50	4.47
19 April 2024	3,000,000	4.45	4.42
22 April 2024	3,000,000	4.44	4.40

As at the Latest Practicable Date, 87,734,000 Shares out of 96,734,000 Shares repurchased were cancelled. Save as disclosed above, the Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The followings are the particulars of the retiring Directors proposed to be re-elected at the AGM:

Dr. He Ning (Executive Director)

Dr. He Ning (何寧), aged 62, is the Vice Chairman of the Company and is responsible for the corporate development strategy and investor relationship management. He has over 38 years of management experience in the areas of science and technology, operations, investments, etc. His work experience has accumulated along with the development of the telecommunications industry and information technology (IT) industry of China. Dr. He is familiar with the rules of development of the technology, media, and telecom (TMT) sector and has rich experience in management and operations. Dr. He graduated from the Nanjing Institute of Posts and Telecommunications in 1983 with a bachelor's degree in telephone automatic switching. He subsequently received a master's degree in business management from Maastricht School of Management of the Netherlands in 2002, and received a Doctor of business administration degree from the Hong Kong Polytechnic University in 2005. Dr. He has been appointed as an executive Director and vice chairman of the Board on 18 May 2021. Before that, Dr. He was a director on the board of directors of China Telecom (Hong Kong) Limited from August 1998 to June 2000; a director on the board of directors of China Mobile (Hong Kong) Limited, the chairman of the board of directors and the general manager of Jiangsu Mobile Communication Company Limited* (江蘇移動通信有限責任公司) from June 2000 to January 2003; a director and the deputy general manager of China Mobile (Hong Kong) Limited from January 2003 to December 2005; the chairman of the board of directors and the general manager of China Mobile Group Beijing Co., Ltd.* (中國移動通信集團北京有限公司) from December 2005 to 2 February 2012; the chairman of the board of directors and the general manager of China Mobile Group Device Co., Ltd.* (中國移動通信集團終端有限公司) from February 2012 to October 2015; and the chairman of the board of directors of China Mobile Capital Holdings Co., Ltd.* (中移資本控股有限責任公司) and the chairman of the board of directors of China Mobile Investment Holdings Co., Ltd.* (中移投資控股有限責任公司) from October 2016 to September 2020. In addition, from September 2019 to November 2020, Dr. He also acted as the chairman of the board of directors of 5G Fund Management Company, an executive director of China Mobile Venture Capital Co., Ltd.* (中移創業投資有限責任公司), a director of China Mobile State Innovation Investment Management Co., Ltd.* (中移國投創新投資管理有限公司), and took up the roles as a director and a supervisor, etc. of national 100 billion industrial investment fund limited company.

Save as disclosed herein, as at the Latest Practicable Date, Dr. He Ning did not hold any directorship in public companies listed on any securities market in Hong Kong or overseas in the last three years nor hold any position in any members of the Group.

Save as disclosed herein, Dr. He is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group. As at the Latest Practicable Date, Dr. He was interested or deemed to be interested in 1,000,000 Shares and 5,000,000 unvested award Shares under the share award scheme adopted by the Board on 10 December 2018 (the "Share Award Scheme")) within the meaning of Part XV of the SFO.

* for identification purpose only

Dr. He has entered into a service contract with the Company for a term of three years since his appointment and his appointment will continue since expiry of such term. Dr. He is entitled to an annual salary of RMB2,400,000 per annum plus an annual management bonus of not more than his annual salary. A maximum number of 5,000,000 Shares (the “Awarded Shares”) may be awarded to Dr. He under the Share Award Scheme. The amount of the management bonus and the number of Awarded Shares will be determined by the Board at its absolute discretion having regard to the operating results of the Group and the performance of Dr. He. The salary, bonus, and the Awarded Shares were determined by the Board after taking into account the recommendation by the remuneration committee with reference to the prevailing market benchmark as well as his roles and duties in the Company. Dr. He is subject to retirement by rotation and re-election in accordance with the Articles of Association

Save as disclosed above, Dr. He confirmed that there are no matter that needs to be brought to the attention of the Shareholders and there are no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Gao Liangyu (Non-executive Director)

Mr. Gao Liangyu (高良玉), aged 58, is the chairman of the board of Gao Zheng Asset Management Limited (高正資產管理有限公司) since July 2017. Mr. Gao was served as the chairman of the board of CSOP Asset Management Limited (南方東英資產管理有限公司) since March 2013, engaging in asset management business. Prior to joining CSOP Asset Management Limited, Mr. Gao was previously the deputy general manager at China Southern Fund Management Co., Ltd. (南方基金管理有限公司) in March 1998 and became the general manager of the same company from September 1998 to March 2013, responsible for the management and operation. Mr. Gao acted as the deputy division chief of the Public Offering Supervision Department of the China Securities Regulatory Commission (中國證券監督管理委員會) from March 1993 to March 1998, the section chief of the Finance Management Department of the People’s Bank of China (中國人民銀行) from February 1991 to March 1993, studied in the Postgraduate Department of Financial Research Institute of the People’s Bank of China from September 1988 to February 1991, and an officer of the Audits Department of Nanjing Agriculture University (南京農業大學) from July 1986 to August 1988. He served as an independent non-executive director of Jutal Offshore Oil Services Limited (巨濤海洋石油服務有限公司), a company listed on the Stock Exchange (stock code: 3303), from 2009 to 2015. Mr. Gao obtained his bachelor’s degree in agricultural economics from Nanjing Agricultural University in July 1986.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gao did not hold any other directorship in public companies listed on any securities market in Hong Kong or overseas in the last three years nor hold any position in any members of the Group.

Save as disclosed above, Mr. Gao is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group. As at the Latest Practicable Date, Mr. Gao had interested in share options to subscribe for 1,000,000 Shares within the meaning of Part XV of the SFO.

Mr. Gao was appointed as a non-executive Director on 3 July 2017. Mr. Gao had entered into a service agreement for a term of three years since 3 July 2017 with the Company and his appointment has continued since expiry of such term. Mr. Gao is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Gao is entitled to an annual remuneration of HK\$300,000 for his position as a non-executive Director. The fee was determined by the Board after taking into account the recommendation by the remuneration committee of the Company with reference to the prevailing market benchmark as well as his roles and duties in the Company.

Save as disclosed above, Mr. Gao confirmed that there are no matter that needs to be brought to the attention of the Shareholders and there are no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Dr. Lai Guanrong (Independent Non-executive Director)

Dr. Lai Guanrong (賴觀榮), aged 61, is the director of Zhongke Industrial Group (Holding) Company Limited. Dr. Lai also is the independent director of China Securities Co., Ltd.(中信建投證券股份有限公司) (Shanghai Stock Exchange stock code: 601066SH), the independent director of Dongxing Securities Co., Limited (東興證券股份有限公司) (Shanghai Stock Exchange stock code: 601198SH), and the independent director of New China Life Insurance Company Limited (新華人壽保險股份有限公司) (Shanghai Stock Exchange stock code: 601336). He previously acted as the deputy general manager (host duty) of Minfa Securities Company Limited (閩發證券有限公司), the deputy director of the Fujian Branch Office of the People's Bank of China (中國人民銀行福建省分行), the general manager of Fujian Min Qiao Trust Investment Company Limited (福建省閩南僑鄉信托投資公司), the president of Huafu Securities Company Limited (華福證券有限責任公司), the president of Jiahe Life Insurance Company Limited (嘉禾人壽保險股份有限公司), the Vice Chairman of Agricultural Bank of China Life Insurance Company Limited (農銀人壽保險股份有限公司), the Chairman of the Supervisory Board of Beijing Zhongguancun Science City Construction Company Limited (北京中關村科學城建設股份有限公司), the Chief Economist and Investment Committee Member of Shenzhen Yuanzhi Fuhai Investment Management Company Limited (深圳市遠致富海投資管理有限公司) and the independent director of Xinyuan Enterprise Group Company Limited (信源企業集團有限公司). Dr. Lai graduated from the Xiamen University with a bachelor's degree in economic. He was awarded a master's degree by the research department of the Graduate School of the People's Bank of China. He was awarded a doctor's degree in economic from the Xiamen University.

Dr. Lai is chairman of remuneration committee and nomination committee of the Company and a member of audit committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Dr. Lai did not hold any other directorship in public companies listed on any securities market in Hong Kong or overseas in the last three years nor hold any position in any members of the Group.

Dr. Lai is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group. As at the Latest Practicable Date, Dr. Lai had interested in share options to subscribe for 800,000 Shares within the meaning of Part XV of the SFO.

Dr. Lai was appointed as an independent non-executive Director on 2 June 2015. Dr. Lai had entered into a letter of appointment with the Company for a term of two years from 2 June 2015 and his appointment has continued since expiry of such term. Dr. Lai is subject to retirement by rotation and re-election in accordance with the Articles of Association. Dr. Lai is entitled to a monthly annual remuneration of HK\$300,000 for his position as an independent non-executive Director. The fee was determined by the Board after taking into account the recommendation by the remuneration committee of the Company with reference to the prevailing market benchmark as well as his roles and duties in the Company.

In considering Dr. Lai's re-election, the Board, with assistance and recommendation from the nomination committee of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, nationality, length of service, and the professional experience, skills and expertise, that Dr. Lai can bring. The Board is not aware of any circumstance that might influence Dr. Lai in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent.

The Board is also of the view that Dr. Lai is beneficial to the Board with diversity of his comprehensive experience and knowledge in Dr. Lai that contributes to invaluable expertise, continuity and stability to the Board. The Board believes that he will continue to contribute effectively to the Board.

Save as disclosed above, Dr. Lai confirmed that there are no matter that needs to be brought to the attention of the Shareholders and there are no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Yeung Tak Bun, J.P. (Independent Non-executive Director)

Mr. Yeung Tak Bun, *J.P.* (楊德斌), aged 58, holds a Bachelor of Science in Electrical Engineering from the University of Texas (Austin) in the US, a Master of Science in Electrical Engineering from Purdue University in the US, and an Executive MBA from the Kellogg School of Management of the University of Northwestern in the US in conjunction with the Hong Kong University of Science and Technology. Mr. Yeung started his career in the Silicon Valley, California in 1987 and had worked for several high-tech companies. Mr. Yeung held senior management positions in several multinational corporations with operations throughout Asia. When Mr. Yeung was the Chief Corporate Development Officer of the Hong Kong Science and Technology Parks Corporation in 2009, he was responsible for the development strategy of the science park, global partnership, incubation programme for start-ups, nurturing bio-tech, green-tech, IT and electronics enterprises, and initiated the science park corporate venture fund. During mid-2015–mid 2018, Mr. Yeung was appointed as the Government Chief Information Officer, head of department, and a Justice of the Peace, by the Hong Kong SAR Government. Mr. Yeung was responsible for formulation of policies and strategies for Hong Kong's information industry in development of the digital economy, e-government, cyber-security, and formulation of the blueprint for developing Hong Kong into the world's leading smart city. Mr. Yeung co-founded Intelli Global Corporation in late 2018 with international smart city and big data experts to provide top-level design and big data/artificial intelligence related products that foster city governments and companies around the world in managing cities with new smart city concepts, improving the quality of life, reducing management costs and improving urban governance efficiency. Mr. Yeung is currently the Chief Executive Officer of and Strategic Adviser to Intelli Global Corporation. Mr. Yeung holds the public positions of an Expert Group Member of the Chief Executive Policy Unit and a Member of the Digital Economy Development Committee of the Hong Kong SAR Government. He is also the President of Greater Bay Area International Information Technology Industry Association and the Founding Chairman of the Institute of Big Data Governance.

In addition, Mr. Yeung serves as an independent non-executive director of companies which are listed on the Stock Exchange, including Yau Lee Holdings Limited (Stock Code 406) and UMP Healthcare Holdings Limited (stock code 722). He also serves as an independent non-executive director of Ping An OneConnect Bank (HK) Ltd., which is a wholly-owned subsidiary of OneConnect Financial Technology Co., Ltd. (listed on the New York Stock Exchange) (NYSE: OCFT) and a subsidiary of Ping An Insurance (Group) Company of China, Ltd. (listed on the Stock Exchange) (Stock Code 2318) and on the Shanghai Stock Exchange (SSE 601318).

Mr. Yeung is the member of audit committee, remuneration committee and nomination committee of the Company.

Save as disclosed above, at the Latest Practicable Date, Mr. Yeung did not hold any directorship in public companies listed on any securities market in Hong Kong or overseas in the last three years nor hold any position in any members of the Group.

Mr. Yeung is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group. As at the Latest Practicable Date, Mr. Yeung had interested in 1,000,000 unvested award Shares under the Share Award Scheme within the meaning of Part XV of the SFO.

Mr. Yeung was appointed as an independent non-executive Director on 22 August 2023. Mr. Yeung had entered into a letter of appointment for a term of two years since 22 August 2023. Mr. Yeung is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Yeung is entitled to an annual remuneration of HK\$300,000 for his position as an independent non-executive Director. The fee was determined by the Board after taking into account the recommendation by the remuneration committee of the Company with reference to the prevailing market benchmark as well as his roles and duties in the Company.

In considering Mr. Yeung's re-election, the Board, with assistance and recommendation from the nomination committee of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, nationality, length of service, and the professional experience, skills and expertise, that Mr. Yeung can bring. The Board is not aware of any circumstance that might influence Mr. Yeung in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent.

The Board is also of the view that Mr. Yeung is beneficial to the Board with diversity of his comprehensive experience and knowledge that contributes to invaluable expertise, continuity and stability to the Board. The Board believes that he will continue to contribute effectively to the Board.

Save as disclosed above, Mr. Yeung confirmed that there are no matter that needs to be brought to the attention of the Shareholders and there are no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



中 软 国 际

CHINASOFT INTERNATIONAL LIMITED

中 軟 國 際 有 限 公 司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 354)

NOTICE IS HEREBY GIVEN that an annual general meeting of CHINASOFT INTERNATIONAL LIMITED (the “Company”) will be held at 2:00 p.m. on Monday, 20 May 2024 at Taishan Room, Level 5 Island Shangri-La Hong Kong Pacific Place, Supreme Court Road Central, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and independent auditor of the Company for the year ended 31 December 2023;
2.
 - (i) To re-elect Dr. He Ning as an executive director of the Company;
 - (ii) To re-elect Mr. Gao Liangyu as a non-executive director of the Company;
 - (iii) To re-elect Dr. Lai Guanrong as an independent non-executive director of the Company
 - (iv) To re-elect Mr. Yeung Tak Bun, *J.P.* as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of directors of the Company;
4. To re-appoint auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of auditor;

and as special business, to consider and, if thought fit, pass with or without modifications the following resolutions of which resolutions 5, 6 and 7 will be proposed as ordinary resolutions of the Company:

* for identification purpose only

ORDINARY RESOLUTIONS

5. “THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares in the capital of the Company and to make or grant, whether conditionally or unconditionally, offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into ordinary shares in the capital of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into ordinary shares in the capital of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of ordinary shares in the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant to or exercise of any option under any share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which carry rights to subscribe for or are convertible into ordinary shares in the capital of the Company, shall not exceed 10% of the total number of ordinary shares of the Company in issue on the date of the passing this resolution provided that if any subsequent consolidation or subdivision of ordinary shares of the Company is effected, the maximum number of ordinary shares of the Company that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued ordinary shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of ordinary shares of the Company shall be adjusted accordingly, and where such ordinary shares are issued for cash consideration, they shall not be issued at a discount of more than 20% to the average closing price of such ordinary shares in the 20 consecutive trading days immediately prior to the earlier of the date of announcement of the proposed issue of ordinary shares of the Company and the date of the agreement involving the proposed issue of ordinary shares of the Company; and

- (d) for the purpose 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;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“Rights Issue” means an offer of ordinary shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of ordinary shares in the Company on the register on a fixed record date in proportion to their then holdings of such ordinary shares (subject to such exclusions or other arrangements as the directors of the Company 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 of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares in the capital of the Company on the main board of The Stock Exchange of Hong Kong Limited or any other stock exchange on which the ordinary shares in the Company may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited, the Companies Act (as amended from time to time) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of ordinary shares in the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of ordinary shares of the Company in issue as at the date of the passing of this resolution provided that if any subsequent consolidation or subdivision of ordinary shares of the Company is effected, the maximum number of ordinary shares of the Company that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued ordinary shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of ordinary shares of the Company shall be adjusted accordingly;

(c) for the purpose 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

7. “**THAT** the payment of a dividend out of the share premium account of the Company of HK\$0.0811 per ordinary share of the Company in respect of the year ended 31 December 2023 (the “Dividend”) to holders of ordinary shares of the Company as recorded on the register of holders of ordinary shares of the Company on 7 June 2024 be and is hereby approved.”

By order of the Board
Chinasoft International Limited
Dr. Chen Yuhong
Chairman and Chief Executive Officer

26 April 2024

Registered Office:

Century Yard, Cricket Square,
Hutchins Drive, P.O. Box 2681 GT,
George Town, Grand Cayman KY1-1111,
Cayman Islands,
British West Indies

Principal Place of Business in Hong Kong:

Units 4607-8, 46th Floor,
COSCO Tower,
No. 183 Queen’s Road Central,
Hong Kong

Notes:

- (1) The annual general meeting will be held in the form of physical meeting. Any member entitled to attend and vote at the meeting is entitled to appoint one proxy or more proxies (if hold more than one share) to attend and to speak and vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or the principal place of business of the Company in Hong Kong at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting.
- (5) The register of members of ordinary shares of the Company will be closed from Tuesday, 14 May 2024 to Monday, 20 May 2024, both days inclusive, during which period no transfer of ordinary shares will be registered. In order to ascertain the right to attend the forthcoming annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 13 May 2024.
- (6) The register of members of ordinary shares of the Company will also be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024, both days inclusive, during which period no transfer of ordinary shares will be registered. In order to qualify for the Dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 3 June 2024
- (7) With regard to the resolutions in item no. 2 in this notice, details of the retiring directors of the Company are set out in Appendix II to the circular to shareholders of the Company dated 26 April 2024.
- (8) In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the corporate website of the Company (www.chinasofti.com) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify holders of ordinary shares of the Company of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Holders of ordinary shares of the Company should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.