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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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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**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 OF ANNUAL GENERAL MEETING  
GENERAL MANDATES TO ISSUE NEW SHARES AND  
SELL OR TRANSFER TREASURY SHARES AND TO REPURCHASE SHARES  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
DECLARATION OF DIVIDEND**

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A notice convening the annual general meeting (the “Annual General Meeting”) of shareholders of Chinasoft International Limited (the “Company”) to be held at Multi-purpose Space 07-08, 1M/F, Kai Tak Arena, 38 Shing Kai Road, Kowloon, Hong Kong at 2:00 p.m. on Tuesday, 20 May 2025 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

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*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 Multi-purpose Space 07-08, 1M/F, Kai Tak Arena, 38 Shing Kai Road, Kowloon, Hong Kong on Tuesday, 20 May 2025 at 2:00 p.m.;
“AGM Notice”	the notice for convening the AGM as set out on pages 16 to 21 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;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“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;
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	17 April 2025, 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. Tang Zhenming as an executive Director, Dr. Zhang Yaqin as a non-executive Director, and Professor Mo Lai Lan as an independent non-executive Director immediately following their retirement at the AGM;

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## DEFINITIONS

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“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 (excluding any Treasury 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;
“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 and to sell or transfer any Treasury Shares during the period as set out in Ordinary Resolution no. 5 up to 10% of the total number of Shares (excluding any Treasury 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;
“Treasury Shares”	Shares repurchased and held by the Company in treasury as authorised by the Laws of the Cayman Islands and/or the Articles of Association, include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“RMB”	Renminbi, the lawful currency of the PRC; and
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Dr. Chen Yuhong

*(Chairman and Chief Executive Officer)*

Dr. He Ning *(Vice Chairman)*

Dr. Tang Zhenming

*Non-executive Directors:*

Dr. Zhang Yaqin

Mr. Gao Liangyu

*Independent Non-executive Directors:*

Dr. Lai Guanrong

Professor Mo Lai Lan

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

*Registered Office:*

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

*Principal place of business in Hong Kong:*

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

25 April 2025

*To the Shareholders*

Dear Sir or Madam,

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

**1. INTRODUCTION**

At the AGM to be held on Tuesday, 20 May 2025, 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 2024.

\* For identification purpose only

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## LETTER FROM THE BOARD

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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 and to sell or transfer Treasury Shares not exceeding 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of passing of the resolution, provided that where Shares are issued and/or Treasury Shares are transferred for cash consideration, the Share and/or Treasury Shares shall not be issued and/or transferred respectively at a discount of more than 10% 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/or transfer of Treasury Shares; and (b) the date of the agreement involving the proposed issue of Shares and/or the date of sale of Treasury 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 (excluding any Treasury 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 20 May 2024 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 2,732,079,358 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 273,207,935 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.

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## **LETTER FROM THE BOARD**

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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



























## 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 sell or transfer ordinary shares repurchased and held by the Company in treasury (the “treasury shares”) 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 and/or to acquire treasury shares) 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 and/or acquire treasury shares) 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 and the aggregate number of treasury shares to be sold or transferred or agreed conditionally or unconditionally to be sold or transferred (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 and/or to acquire treasury shares; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares or transfer of treasury 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 or transfer of treasury shares 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 and/or to acquire treasury shares, shall not exceed 10% of the total number of ordinary shares of the Company (excluding any treasury shares) 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 and/or treasury shares are transferred for cash consideration, they shall not be issued and/or transferred at a discount of more than 10% 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/or immediately prior to the sale of treasury shares and the date of the agreement involving the proposed issue of ordinary shares of the Company and/or the date of sale of treasury shares; 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 (excluding ordinary shares repurchased and held by the Company in treasury) 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\$0.0533 per ordinary share of the Company in respect of the year ended 31 December 2024 (the “Dividend”) to holders of ordinary shares of the Company as recorded on the register of holders of ordinary shares of the Company on 6 June 2025 be and is hereby approved.”

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

25 April 2025

*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 Wednesday, 14 May 2025 to Tuesday, 20 May 2025, 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 Tuesday, 13 May 2025.
- (6) The register of members of ordinary shares of the Company will also be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025, 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, 2 June 2025
- (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 25 April 2025.
- (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](http://www.chinasofti.com)) and the designated website of the Stock Exchange ([www.hkexnews.hk](http://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.