

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**PROPOSED ADOPTION OF UPDATED NEW AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
CLOSURE OF REGISTER OF MEMBERS**

**PROPOSED ADOPTION OF UPDATED NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Chinasoft International Limited (the “Company”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Reference is made to the circular of the Company dated 28 April 2023 in relation to, among other things, the proposed adoption of the new amended and restated memorandum and articles of association of the Company (“New Amended and Restated M&A”) and the annual general meeting of the Company held on 22 May 2023 (“2023 AGM”) at which a special resolution was proposed to adopt the New Amended and Restated M&A which contained proposed amendments to the amended and restated memorandum and articles of association of the Company as adopted on 28 December 2005 (“M&A”) for conforming to the core shareholder protection standards set out in Appendix 3 to the Listing Rules, allowing general meetings to be held as an electronic meeting and/or a hybrid meeting, and reflecting the cancellation of all unissued preferred shares and changing the authorized share capital of the Company to only comprise ordinary shares.

* *For identification purposes only*

However, as disclosed in the poll results announcement of the Company dated 22 May 2023, the special resolution proposed at the 2023 AGM for the adoption of the New Amended and Restated M&A was not passed and therefore the New Amended and Restated M&A were not adopted. The ordinary resolution to approve the cancellation of all unissued preferred shares in the authorized share capital of the Company was however passed at the 2023 AGM.

In light of the above and the need to comply with the Listing Rules, the Board would like to propose again for the shareholders of the Company (the “Shareholders”) to approve the amending and restating of the M&A and the adoption of the updated new amended and restated memorandum and articles of association of the Company (the “Updated New Amended and Restated M&A”) for the following purposes:

- (i) to bring the M&A in line with the amendments made to the Listing Rules, in particular to conform to the core shareholder protection standards as set out in Appendix 3 to the Listing Rules which is necessary in order for the Company to continue to comply with the Listing Rules;
- (ii) to bring the M&A in line with the applicable laws of the Cayman Islands;
- (iii) to provide greater flexibility to the Company in relation to the conduct of general meetings by allowing (but not requiring) general meetings to be held as a hybrid meeting where the Shareholders may attend by electronic means in addition to a physical meeting where Shareholders attend in person;
- (iv) to reflect the change in the authorized share capital of the Company by cancellation of all the unissued preferred shares in the authorised share capital of the Company so that the authorised share capital comprises ordinary shares only which had been approved by the Shareholders at the 2023 AGM;
- (v) to bring the notice provisions in the M&A in line with the recent publication of the consultation conclusions on “Proposals to Expand the Paperless Listing Regime” by the Stock Exchange which mandates the electronic dissemination of corporate communications by listed issuers to their securities holders from 31 December 2023; and
- (vi) to make certain minor housekeeping amendments to the M&A.

The proposed adoption of the Updated New Amended and Restated M&A to effect the above amendments to the M&A is subject to the approval of the Shareholders by way of special resolution at the forthcoming extraordinary general meeting of the Company to be held on 28 August 2023 (the “EGM”). A circular containing, among other things, particulars relating to the amendments to the M&A to be brought about by the adoption of the Updated New Amended and Restated M&A together with a notice convening the EGM is despatched to the Shareholders on 4 August 2023.

CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the register of members of the Company on 28 August 2023 will be eligible to attend the EGM. The register of members of the Company will be closed from Wednesday, 23 August 2023 to Monday, 28 August 2023, both days inclusive, during which period no transfer of shares will be registered, in order to ascertain the entitlement to attend the EGM. For acquiring Shares to become eligible to attend the EGM, 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 not later than 4:30 p.m. on Tuesday, 22 August 2023.

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

Hong Kong, 4 August 2023

As at the date of this announcement, the Board comprises three executive Directors, namely Dr. Chen Yuhong (Chairman and Chief Executive Officer), Dr. He Ning (Vice Chairman) and Dr. Tang Zhenming, two non-executive Directors, namely Dr. Zhang Yaqin and Mr. Gao Liangyu, and two independent non-executive Directors, namely Dr. Lai Guanrong and Professor Mo Lai Lan.