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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)

PROPOSED ADOPTION OF 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**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to amend the existing memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) and to adopt the new amended and restated memorandum and articles of association of the Company (the “**New Amended and Restated Memorandum and Articles of Association**”) for the purposes of (i) providing greater flexibility to the Company in relation to the conduct of general meetings by allowing (but not requiring) general meetings to be held as an electronic meeting and/or as a hybrid meeting where the shareholders of the Company (the “**Shareholders**”) may attend by electronic means in addition to a physical meeting where Shareholders attend in person; (ii) bringing the Memorandum and Articles of Association in line with 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) and applicable laws of the Cayman Islands; (iii) changing the authorised share capital of the Company to reflect the 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; and (iv) making certain minor housekeeping amendments to the Memorandum and Articles of Association.

The proposed adoption of the New Amended and Restated Memorandum and Articles of Association to effect the above amendments to the Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 22 May 2023 (the “AGM”). A circular containing, among other things, particulars relating to the amendments to the Memorandum and Articles of Association brought about by the adoption of the New Amended and Restated Memorandum and Articles of Association together with a notice convening the AGM will be despatched to Shareholders on 28 April 2023.

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

Hong Kong, 27 April 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 three independent non-executive Directors, namely Mr. Zeng Zhijie, Dr. Lai Guanrong and Professor Mo Lai Lan.

* *For identification purposes only*