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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 REPURCHASE SHARES
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
RE-ELECTION OF RETIRING DIRECTORS
AND
DECLARATION OF DIVIDEND**

A notice convening the annual general meeting (the “Annual General Meeting”) 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 3:00 p.m. on Monday, 20 May 2018 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 Rooms 1712-1716, 17th 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 2019 at 3:00 p.m.;
“AGM Notice”	the notice for convening the AGM as set out on pages 20 to 25 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;
“Existing Share Option Scheme”	the share option scheme of the Company adopted pursuant to an ordinary resolution of the Company passed by the Shareholders on 20 May 2013
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	8 April 2019, 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;
“Option”	a right to subscribe for Shares on terms determined by the Board and granted pursuant to the terms of the Existing Share Option Scheme and the Terminated Scheme;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as set out in the AGM Notice;
“PRC”	the People’s Republic of China;

DEFINITIONS

“Re-election of Retiring Directors”	the proposed re-election of Dr. Tang Zhenming as an executive Director, Dr. Zhang Yaqin and Mrs. Gavriella Schuster as non-executive Directors and Professor Mo Lai Lan as an independent non-executive Director 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;
“Scheme Mandate Limit”	the number of Shares which may be issued upon exercise of the maximum number of Options that may be granted under the Existing Share Option Scheme, or of the such limit after refreshment as approved by the Shareholders;
“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;
“Terminated Scheme”	the share option scheme adopted by a written resolution of the shareholders of the Company on 2 June 2003 and terminated pursuant to an ordinary resolution of the Company passed by the Shareholders on 20 May 2013;

DEFINITIONS

“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



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. Tang Zhenming

Non-executive Directors:

Dr. Zhang Yaqin

Mr. Gao Liangyu

Mrs. Gavriella Schuster

Independent Non-executive Directors:

Mr. Zeng Zhijie

Dr. Lai Guanrong

Professor Mo Lai Lan

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

15 April 2019

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

At the AGM to be held on Monday, 20 May 2019, the Ordinary Resolutions will be proposed, among other things, to grant to the Directors general mandates to allot, issue and deal with new Shares and to repurchase the Shares, to approve the Re-election of Retiring Directors, to refresh the Scheme Mandate Limit and to approve the payment of a dividend from the share premium account of the Company in respect of the year ended 31 December 2018.

* 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, the Repurchase Mandate, the refreshment of the Scheme Mandate Limit 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; (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; (iii) to extend the general mandate granted to the Directors to allot, issue and deal with additional new Shares as mentioned in paragraph (i) above by the aggregate number of Shares repurchased by the Company under the general mandate granted to the Directors as mentioned in paragraph (ii) above. 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 18 May 2018 will expire at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,544,307,358 Shares. Assuming no issue of new Shares or repurchase of Shares by the Company from 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 254,430,735 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. REFRESHMENT OF THE EXISTING SCHEME MANDATE LIMIT

The Company adopted the Existing Share Option Scheme and terminated the Terminated Scheme by the Shareholders at the annual general meeting held on 20 May 2013. Under the rules of the Existing Share Option Scheme:

- (i) the number of Shares subject to Options that may be granted shall not exceed 10% of the Shares in issue at the date of approval of the Existing Share Option Scheme or of the refreshment of the Scheme Mandate Limit;

LETTER FROM THE BOARD

- (ii) the Company may seek Shareholders' approval to refresh the Scheme Mandate Limit. However, the Scheme Mandate Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval. Options previously granted under the Existing Share Option Scheme and other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the schemes or exercised options) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. A circular must be sent to Shareholders in connection with the meeting at which their approval will be sought;
- (iii) the Company may seek separate approval of the Shareholders in general meeting to grant Options beyond the Scheme Mandate Limit to participants specifically identified by the Company before the aforesaid Shareholders' meeting where such approval is sought; and
- (iv) the overall limit on the number of Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Existing Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

Under the Existing Share Option Scheme, the Board has the right to grant to the eligible participants Options to subscribe for a maximum of 242,977,266 Shares, being 10% of the Shares in issue as at 18 May 2018, being the date of annual general meeting of the Company at which the scheme mandate limit was previously refreshed and representing approximately 9.55% of the Shares in issue as at the Latest Practicable Date.

After refreshment of the scheme mandate limit as approved by the Shareholders at the annual general meeting of the Company held on 18 May 2018, Options to subscribe for 1,000,000 Shares were granted, Options to subscribe for 38,040,000 were exercised and no Option was cancelled or lapsed under the Existing Share Option Scheme.

Since the date of adoption of the Existing Share Option Scheme, as at the Latest Practicable Date, Options carrying right to subscribe for up to 235,960,000 Shares remain outstanding under the Existing Share Option Scheme.

The total number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Existing Share Option Scheme is 235,960,000 (representing approximately 9.27% of the Shares in issue as at the Latest Practicable Date). Of these outstanding Options, 1,000,000 Options were granted to Mrs. Gavriella Schuster (being Director). The remaining 234,960,000 Options were granted to other participants of the Existing Share Option Scheme.

LETTER FROM THE BOARD

Since the date of adoption of Existing Share Option Scheme, the Company had increased its total number of issued Shares pursuant to, including but not limited to, exercise of Options and conversion of convertible notes, etc., a refreshment of the Scheme Mandate Limit would increase the total number of Options that the Directors may grant under the Existing Share Option Scheme. The Directors consider that the Company should refresh the Scheme Mandate Limit so that the Company can have more flexibility to provide incentive to participants of the Existing Share Option Scheme by way of granting Options to them. If the refreshment of the Scheme Mandate Limit is approved at the AGM, based on the 2,544,307,358 Shares in issue as at the Latest Practicable Date and assuming no new Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to grant Options to subscribe for up to a total of 254,430,735 Shares, representing approximately 10% of the Shares in issue as at the date of the AGM. Accordingly, the Board proposes to refresh the Scheme Mandate Limit to the effect that the maximum number of Shares which may be issued upon exercise of all the Options to be granted under the Scheme Mandate Limit as refreshed will be 254,430,735 Shares (assuming no further issue or repurchase of Shares prior to the AGM), representing approximately 10% of the Shares in issue as at the date of the approval of the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM. As at the Latest Practicable Date, the Company has not adopted any share option schemes other than the Existing Share Option Scheme and the Terminated Scheme.

The proposed refreshment of the Scheme Mandate Limit will be conditional upon the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares, representing 10% of the Shares in issue as at the date of AGM, which may fall to be allotted and issued pursuant to the exercise of Options which may be granted under the Existing Share Option Scheme up to the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for granting the listing of, and the permission to deal in, the 254,430,735 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date and assuming no new Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of AGM, to be issued pursuant to the exercise of the Options which may be granted under the Existing Share Option Scheme up to the refreshed Scheme Mandate Limit.

The Directors consider that the refreshment of the Scheme Mandate Limit is in the interest of the Group and the Shareholders as a whole because it will enhance the ability of the Company to reward and motivate its employees and other selected participants under the Existing Share Option Scheme. The refreshment of the Scheme Mandate Limit is in line with purpose of the Existing Share Option Scheme.

An ordinary resolution, as special business, will be proposed at the forthcoming AGM to approve the refreshment of the existing Scheme Mandate Limit in the terms as set out in Resolution no.8 of the AGM Notice. In order that the Company could continue to grant Options to selected participants as incentives or rewards for their contribution to the Company, the Directors recommend that Shareholders to vote in favour of this resolution.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors including two executive Directors, three 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.

Dr. Tang Zhenming and Dr. Zhang Yaqin, 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. Mrs. Gavriella Schuster and Professor Mo Lai Lan 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 2018 based on the independence criteria as set out in rule 3.13 of the Listing Rules and confirmed that all of them, including Professor Mo Lai Lan, 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. Tang Zhenming, Dr. Zhang Yaqin, Mrs. Gavriella Schuster and Professor Mo Lai Lan 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.

5. DECLARATION OF DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

As mentioned in the announcement of the Company dated 20 March 2019, the Board has resolved to recommend a dividend out of the share premium account of the Company of HK\$0.0215 per Share in respect of the year ended 31 December 2018, (the “Dividend”) which is subject to approval of the Shareholders at the AGM and compliance with the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “Companies Law”) and will be payable on 12 June 2019.

LETTER FROM THE BOARD

Under Section 34(2) of the Companies Law, 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 Law 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 Shares will be closed from Wednesday, 29 May 2019 to Friday, 31 May 2019, 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 Tuesday, 28 May 2019.

6. ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

Set out on pages 20 to 25 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, the extension of the Share Issue Mandate, to approve the refreshment of the Scheme Mandate Limit, the Re-election of Retiring Directors and the declaration of Dividend.

The register of members of Shares will be closed from Wednesday, 15 May 2019 to Monday, 20 May 2019, 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 Tuesday, 14 May 2019.

7. ACTION TO BE TAKEN

A proxy form for use at the AGM is dispatched to you with this circular. 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 Shops 1712-1716, 17th 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.

LETTER FROM THE BOARD

8. VOTE BY POLL

Pursuant to the Article 66 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person or in the case of a member of the Company being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

In accordance with Rule 13.39(4) of the Listing Rules, the chairman of the AGM will demand that voting on all resolutions set out in the AGM Notice, including the Ordinary Resolutions, be decided by poll.

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.

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.

LETTER FROM THE BOARD

10. RECOMMENDATION

The Directors believe that the Share Issue Mandate, the Repurchase Mandate, the extension of the Share Issue Mandate, the refreshment of the Scheme Mandate Limit, Re-election of Retiring Directors and 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 2,544,307,358 Shares in issue. As at the same date, Options to subscribe for 235,960,000 Shares had been granted and were outstanding under the Existing Share Option Scheme.

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 254,430,735 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 Law, Cap.22 (Law 3 of 1961, as consolidated and revised) 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 2018) 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. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they 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.

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 his associates held 446,192,861 Shares, representing approximately 17.54% 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 in the total Shares in issue would be increased from approximately 17.54% to approximately 19.49% 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\$)
2018		
April	7.72	5.24
May	7.08	5.75
June	7.17	5.52
July	6.62	5.53
August	6.37	5.07
September	5.60	4.65
October	5.33	3.96
November	5.01	4.24
December	4.84	3.70
2019		
January	4.02	3.45
February	5.28	3.81
March	5.14	4.51
April (up to the Latest Practicable Date)	5.09	4.84

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase 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. Tang Zhenming (executive Director)

Dr. Tang Zhenming (唐振明), aged 56, is the senior vice president of the Company. He is responsible for the Group's training business. Dr. Tang obtained a doctorate degree in motor electronic control from Beijing Institute of Technology (北京理工大學) in 1994. Prior to joining the Company on 25 April 2000, Dr. Tang was employed by Beijing Institute of Technology Industrial Company (北京理工大學產業總公司) as deputy general manager from May 1995 to July 1998 and by Chinasoft Cyber Information Technology Co., Ltd (Beijing) as deputy general manager from August 1998 to March 2003. Dr. Tang was also employed by American W&P Company, Beijing Office (美國W&P公司北京辦事處) as officer from December 1993 to March 1995.

As at the Latest Practicable Date, Dr. Tang Zhenming 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.

Dr. Tang 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. Tang was interested in 11,827,765 Shares within the meaning of Part XV of the SFO.

Dr. Tang has been appointed as an executive Director since 17 November 2005. Dr. Tang has not entered into any service agreement with the Company and will not receive any emolument for his position as an executive Director. Dr. Tang may, however, be paid a discretionary director's salary in a sum to be determined by the remuneration committee of the Company with reference to his performance by the end of each financial year. For the year ended 31 December 2018, Dr. Tang was entitled to receive salary and benefits of RMB2,160,315. His remuneration is determined by the remuneration committee of the Company with reference to his duties and responsibilities in the Company, the Company's performance and the prevailing market situation and current arrangement adopted by the Company. Dr. Tang is subject to retirement by rotation and re-election in accordance with the Articles of Association.

Save as disclosed above, Dr. Tang 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. Zhang Yaqin (Non-executive Director)

Dr. Zhang Yaqin (張亞勤), aged 53, is currently the President of Baidu, Inc. (listed on NASDAQ, NASDAQ: BIDU) since September 2014, in charge of emerging business and basic technology system and also the Chairman of Baidu R&D Centre in U.S. Prior to joining Baidu, Dr. Zhang served various positions at Microsoft Corporation (listed on NASDAQ, NASDAQ: MSFT) from January 1999 to September 2014, including: the corporate vice president of Microsoft Corporation, the chairman of Microsoft Asia-Pacific Research & Development Group responsible for driving Microsoft's overall research and development efforts in China and the Asia-Pacific region, the managing director and the chief scientist as well as an original founder of Microsoft Research Asia where he was in charge of Microsoft's mobile and embedded division in Microsoft's headquarters. Dr. Zhang is also a member of Committee 100, a group of leading Chinese-Americans to promote the political, science, social and economic exchanges between the US and China. Dr. Zhang was awarded a fellow of the Australian Academy of Technology and Engineering in December 2017, and he has also been a fellow of the Institute of Electrical and Electronics Engineers since March 1997. Dr. Zhang obtained his bachelor's degree in radio electronics and master's degree in telecommunication and electrical systems from the University of Science and Technology of China (中國科技大學) in July 1983 and January 1986 respectively. In February 1990, Dr. Zhang obtained his Ph.D. degree in electrical engineering from George Washington University, Washington D.C.. Dr. Zhang has been an independent non-executive director of a number of companies, including AsiaInfo Technologies Limited (listed on the Stock Exchange, stock code: 1675) since August 2018 and Tarena (listed on NASDAQ, NASDAQ: TEDU) since April 2014. Dr. Zhang served as an independent non-executive director of ChinaCache (listed on NASDAQ, NASDAQ: CCIH) from September 2010 to June 2017 and China Digital Video Holdings Limited (listed on the Stock Exchange, stock code: 8280) from January 2011 to June 2018.

Dr. Zhang has been involved in a securities class action lawsuit (the "Lawsuit") filed against NIO Inc. (listed on New York Stock Exchange, NYSE: NIO) ("NIO") in the Supreme Court of the State of New York County of Kings regarding an alleged misrepresentation in the registration statement and prospectus filed by NIO. Dr. Zhang was commissioned by his company to serve as a director of NIO for a period from June 2018 to 11 September 2018, and together with certain current and former directors and senior officers of NIO and the underwriters of NIO's offering is named as one of the defendants in the Lawsuit.

As at the Latest Practicable Date, Dr. Zhang 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.

Dr. Zhang 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. Zhang had interested in 1,500,000 Shares within the meaning of Part XV of the SFO.

Dr. Zhang was appointed as a non-executive Director on 31 December 2008. Dr. Zhang had entered into a service agreement for a term of 3 years since 1 October 2014 with the Company and his appointment has continued since expiry of such term. Dr. Zhang is subject to retirement by rotation and re-election in accordance with the Articles of Association. Dr. Zhang 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, Dr. Zhang Yaqin 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.

Mrs. Gavriella Schuster (Non-executive Director)

Mrs. Gavriella Schuster, aged 52, has over the past 20 years managed and deployed a number of programs and products as well as licensing, pricing and go-to-market initiatives for Microsoft Corporation (“Microsoft”). She has consistently delivered high business growth through Microsoft’s commercial segments, ranging from small business to global enterprise, leading sales and marketing teams across its Server and Cloud business, Windows Client Commercial business, Enterprise Services, licensing sales and marketing, field business development, training initiative development, segment marketing, worldwide partner marketing and training strategies, and worldwide operations.

Mrs. Schuster has been the corporate vice president of Microsoft One Commercial Partner since June 2016. From May 2011 to May 2014, Mrs. Schuster was the general manager of US Cloud & Enterprise commercial business at Microsoft. From August 2006 to May 2011, Mrs. Schuster was the general manager of global product management of Windows Commercial business at Microsoft. From March 2001 to August 2006, Mrs. Schuster was a senior director of US enterprise licensing sales & marketing at Microsoft. From July 1999 to March 2001, Mrs. Schuster was a director of global Microsoft Enterprise Services at Microsoft. From February 1997 to July 1999, Mrs. Schuster was the group manager of global customer segment marketing at Microsoft. From May 1996 to February 1997, Mrs. Schuster was the group manager of global solution provider and training program for partners at Microsoft. From November 1995 to May 1996, Mrs. Schuster was the operations manager of Microsoft Partner Programs at Microsoft.

Mrs. Schuster earned her bachelor’s degree in Social Psychology from the University of Michigan in 1988.

Save as disclosed above, as at the Latest Practicable Date, Mrs. Schuster 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.

Mrs. Schuster 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, Mrs. Schuster had interested in shares options to subscribe for 1,000,000 Shares within the meaning of Part XV of the SFO.

Mrs. Schuster was appointed as a non-executive Director on 20 September 2018. She had entered into a letter of appointment with the Company for a term of three years commencing from 20 September 2018. Mrs. Schuster is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mrs. Schuster is entitled to an annual remuneration of US\$50,000 for her position as a non-executive Director. The remuneration 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 her roles and duties in the Company.

Save as disclosed above, Mrs. Schuster 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.

Professor Mo Lai Lan (Independent Non-executive Director)

Professor Mo Lai Lan (巫麗蘭), aged 60, obtained her bachelor and Ph. D degrees in Accountancy from the Chinese University of Hong Kong and M.B.A. degree from Birmingham University in U.K. She is a fellow member of the Association of Chartered Certified Accountants (ACCA) and a member of the Hong Kong Institute of Certified Public Accountants (HKICPA). Professor Mo joined City University of Hong Kong in 2011 as Professor of Accountancy and served as the Ph.D Program Coordinator for the Department of Accountancy during 2013-2015, and as Internship Coordinator from 2015 to 2017. She is now the Associate Director of the Research Centre for Sustainable Hong Kong (CSHK), a strategic applied research center established at City University of Hong Kong which aims at conducting impactful research in response to real-life sustainability challenges in Hong Kong and the Region. Previously, Professor Mo served as Professor and Head of the Department of Accountancy at Lingnan University from 2006 to 2011. She also had teaching and research experiences with other research universities. Prior to joining the academia, Professor Mo worked at an international leading CPA firm as a professional auditor and a listed company as an internal auditor.

Professor Mo was a member of the Auditing & Assurance Standards Committee of the Hong Kong Institute of Certified Public Accountants from 2012 to 2017. Among other responsibilities, the Committee formulates auditing standards for listed companies in Hong Kong. Currently, she is a member of Board of Review (Inland Revenue Ordinance, Hong Kong) and a Specialist of Hong Kong Council for Accreditation of Academic & Vocational Qualifications (HKCAAVQ). Professor Mo's research focuses on audit quality, tax compliance and corporate governance. Many of her papers represent pioneer works on Accounting research published in leading international research journals. She also co-authored a book entitled "A Dream of the Red Chambers and Corporate Governance of Family Businesses" (紅樓夢與家族企業管治) and co-edited a book entitled "Transcending the Bottleneck – The Hong Kong Accountancy Profession" (突破瓶頸 – 香港會計業). Professor Mo is currently an Associate Editor of the Asia-Pacific Journal of Accounting and Economics. She is also a member of the Editorial Board of AUDITING: A Journal of Practice & Theory and Journal of International Accounting Research which are leading research journals in Auditing and International Accounting respectively.

Professor Mo is the chairman of audit committee and member of remuneration committee and nomination committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Professor Mo 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.

Professor Mo 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, Professor Mo had not interested in the Shares within the meaning of Part XV of the SFO.

Professor Mo was appointed as an independent non-executive Director on 15 August 2018. Professor Mo had entered into a letter of appointment with the Company for a term of two years from 15 August 2018. Professor Mo is subject to retirement by rotation and re-election in accordance with the Articles of Association. Professor Mo is entitled to a monthly remuneration of HK\$25,000 for her 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 her roles and duties in the Company.

In considering Professor Mo'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 Professor Mo can bring. The Board is not aware of any circumstance that might influence Professor Mo in exercising independent judgment, and is satisfied that she has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and she will be able to maintain an independent view of the Group's affairs. The Board considers her to be independent.

The Board is also of the view that Professor Mo is beneficial to the Board with diversity of her comprehensive experience and knowledge in accounting, financial reporting and management that contributes to invaluable expertise, continuity and stability to the Board. The Board believes that she will continue to contribute effectively to the Board.

Save as disclosed above, Professor Mo 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 3:00 p.m. on Monday, 20 May 2019 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 2018;
2.
 - (i) To re-elect Dr. Tang Zhenming as executive director of the Company;
 - (ii) To re-elect Dr. Zhang Yaqin as non-executive director of the Company;
 - (iii) To re-elect Mrs. Gavriella Schuster as non-executive director of the Company;
 - (iv) To re-elect Professor Mo Lai Lan as 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 the following resolutions as ordinary resolutions of the Company with or without modifications:

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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (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 nominal amount of ordinary share capital 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

- (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.

NOTICE OF ANNUAL GENERAL MEETING

“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 Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) 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;

NOTICE OF ANNUAL GENERAL MEETING

(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** conditional upon the resolutions set out in items 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the directors of the Company to allot, issue and deal with additional ordinary shares in the Company pursuant to the said resolution under item 5 be and is hereby extended by the addition thereto of the total number of ordinary shares repurchased by the Company under the authority granted to the directors of the Company pursuant to the said resolution under item 6.”
8. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, such number of fully paid ordinary shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 20 May 2013 (the “Share Option Scheme”) and any other share option scheme of the Company, representing 10% of the issued ordinary shares of the Company as at the day on which this resolution is passed, the existing scheme mandate limit in respect of the granting of share options under the Share Option Scheme be refreshed provided that the total number of ordinary shares of the Company which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company shall not exceed 10% of the aggregate number of the ordinary shares of the Company in issue on the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

9. “**THAT** the payment of a dividend out of the share premium account of the Company of HK\$0.0215 per ordinary share of the Company in respect of the year ended 31 December 2018 (the “Dividend”) to holders of ordinary shares of the Company as recorded on the register of holders of ordinary shares of the Company on 31 May 2019 be and is hereby approved.”

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

15 April 2019

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) 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 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 Shops 1712-1716, 17th 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.

NOTICE OF ANNUAL GENERAL MEETING

- (5) The register of members of ordinary shares of the Company will be closed from Wednesday, 15 May 2019 to Monday, 20 May 2019, 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, 14 May 2019.
- (6) The register of members of ordinary shares of the Company will also be closed from Wednesday, 29 May 2019 to Friday, 31 May 2019, 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 Tuesday, 28 May 2019.
- (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 15 April 2019.