THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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CHINASOFT INTERNATIONAL LIMITED

中軟國際有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 354)

NOTICE OF ANNUAL GENERAL MEETING
GENERAL MANDATES TO ISSUE NEW SHARES AND SELL OR TRANSFER TREASURY SHARES AND TO REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
RE-APPOINTMENT OF AUDITOR
DECLARATION OF DIVIDEND
AND
ADOPTION OF 2026 SHARE AWARD SCHEME

A notice convening the annual general meeting (the "**Annual General Meeting**") of shareholders of Chinasoft International Limited (the "**Company**") to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 2:00 p.m. on Wednesday, 20 May 2026 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*

27 April 2026

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

"Adoption Date"	20 May 2026 or such other date to which the AGM may be postponed or adjourned (being the date on which the 2026 Share Award Scheme is conditionally adopted by the Shareholders in the AGM);
"AGM"	the annual general meeting of the Company to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 20 May 2026 at 2:00 p.m.;
"AGM Notice"	the notice for convening the AGM as set out on pages 37 to 43 of this circular;
"associate"	has the meaning ascribed to it under the Listing Rules;
"Award"	an award of the Awarded Shares by the Board pursuant to the 2026 Share Award Scheme;
"Awarded Share(s)"	in respect of a Selected Employee, such number of Shares as awarded by the Board under the 2026 Share Award Scheme;
"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;
"close associate"	as such term is defined under the Listing Rules;
"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;
"Contributed Amount"	cash paid or made available to the Trust by way of settlement or otherwise contributed by the Company and/or its Subsidiaries as permitted under the 2026 Share Award Scheme to the Trust as determined by the Board from time to time;
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules;
"core connected persons"	has the meaning ascribed to it under the Listing Rules;

"Directors"	directors of the Company for the time being;
"Employee"	any employee (including without limitation any executive director but excluding any independent non-executive director) of any member of the Group;
"Excluded Employee"	any Employee who is resident in a place where the award of the Awarded Shares and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the 2026 Share Award Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the Trustee (as the case may be), compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Employee;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"HKSCC"	Hong Kong Securities Clearing Company Limited;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Latest Practicable Date"	20 April 2026, 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. Chen Yuhong as an executive Director, and Mr. Yeung Tak Bun, *J.P.* 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 (excluding Treasury Shares, if any) in issue as at the date of passing of Ordinary Resolution no. 6 during the period as set out in Ordinary Resolution no. 6;

"Residual Cash"	cash in the Trust Fund (including without limitation (i) any Contributed Amount or any remaining amount thereof which is not being returned to the Company at its request following no purchase instructions given for one week or more after the last purchase of Shares by the Trustee; (ii) any cash income or dividends derived from Shares held under the Trust; (iii) other cash income or net proceeds of sale of non-cash and non-scrip distribution derived from or in respect of the Shares held under the Trust; and (iv) all interest or income derived from deposits maintained with licensed banks in Hong Kong which has not been applied in the acquisition of any Shares;
"RMB"	Renminbi, the lawful currency of the PRC;
"Scheme Mandate Limit"	has the meaning ascribed to it in Appendix III to this circular;
"Selected Employee(s)"	Employee(s) selected by the Board pursuant to the 2026 Share Award Scheme;
"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 Award Scheme"	the share award scheme of the Company approved and adopted by the Board on 10 December 2018, particulars of which were disclosed in the announcement of the Company dated 10 December 2018;
"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 Treasury Shares, if any) 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;

"Subsidiary"	a company which is for the time being and from time to time a subsidiary (within the meaning ascribed to such term under the Listing Rules) of the Company, whether incorporated in Hong Kong or elsewhere;
"substantial shareholder"	has the meaning ascribed to it under the Listing Rules;
"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, including Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange, and for the purposes of the 2026 Share Award Scheme, new Shares include Treasury Shares and the issue of new Shares includes the transfer of Treasury Shares;
"Trust"	the trust constituted by the Trust Deed;
"Trust Deed"	a trust deed entered into between the Company and the Trustee on 10 December 2018 in respect of the Share Award Scheme (as restated, supplemented and amended from time to time) and such trust deed to be entered into in respect of the 2026 Share Award Scheme;
"Trust Fund"	the funds and properties held under the Trust and managed by the Trustee for the benefit of the Employees (other than the Excluded Employees), including without limitation: (a) all Shares acquired by the Trustee for the purpose of the Trust out of the Residual Cash and such other scrip income (including but not limited to bonus Shares and scrip dividends declared by the Company) derived from the Shares held upon the Trust; (b) any Residual Cash; (c) any Awarded Shares or other property to be vested or not vested with the Selected Employee under the terms of the 2026 Share Award Scheme; and (d) all other properties from time to time representing (a), (b) and (c) above;
"Trustee"	Bank of Communications Trustee Limited, and any additional or replacement trustees, being the trustee or trustees for the time being of the trusts declared in the Trust Deed;

"Vesting Date"	in respect of a Selected Employee, the date on which his entitlement to the Awarded Shares is vested in such Selected Employee in accordance with the 2026 Share Award Scheme;
"2026 Share Award Scheme"	the new share award scheme proposed to be adopted by the Company at the AGM; and
"%"	per cent.

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 *(Vice Chairman)*
Dr. He Ning

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

27 April 2026

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
RE-APPOINTMENT OF AUDITOR
DECLARATION OF DIVIDEND
AND
ADOPTION OF 2026 SHARE AWARD SCHEME

1. INTRODUCTION

At the AGM to be held on Wednesday, 20 May 2026, 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 re-appointment of auditor, the payment of a dividend from the share premium account of the Company in respect of the year ended 31 December 2025, and the adoption of the 2026 Share Award Scheme.

* *For identification purpose only*

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 re-appointment of auditor, the payment of a dividend, and the adoption of the 2026 Share Award Scheme, 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 Treasury Shares, if any) in issue as at the date of passing of the resolution, provided that where Shares are issued and/or Treasury Shares are transferred or sold for cash consideration and/or non-cash consideration, the Share and/or Treasury Shares shall not be issued and/or transferred or sold 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 sale 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 Treasury Shares, if any) 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 Shares and sell or transfer of Treasury Shares 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 2025 will expire at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,732,079,358 Shares. Assuming no issue of new Shares or repurchase of Shares or Shares repurchased held in treasury 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.

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 by rotation 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. He Ning who will retire by rotation and does not offer himself for re-election, and Dr. Chen Yuhong and Mr. Yeung Tak Bun, *J.P.*, who have been longest in office since their last re-election, shall retire by rotation at the AGM. Except Dr. He Ning, who does not offer himself for re-election, Dr. Chen Yuhong and Mr. Yeung Tak Bun, *J.P.*, being eligible, will offer themselves for re-election at the AGM.

In order to devote more time to his personal work arrangements, Dr. He Ning had notified the Company that he shall retire from office as an executive Director with effect from the conclusion of the AGM and will not offer himself for re-election. Dr. He Ning has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders in relation to his retirement.

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 2025 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. Yeung Tak Bun, *J.P.*, remain independent.

The Nomination Committee had considered and nominated Dr. Chen Yuhong and Mr. Yeung Tak Bun, *J.P.* 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 these two retiring Directors stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the aforesaid retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

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

4. DECLARATION OF DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

As mentioned in the announcement of the Company dated 26 March 2026, the Board has resolved to recommend a dividend out of the share premium account of the Company of HK$0.0466 per Share in respect of the year ended 31 December 2025, (the "**Dividend**") which is subject to approval of the Shareholders at the AGM and compliance with the Companies Act (as amended from time to time) of the Cayman Islands (the "**Companies Act**") and will be payable on Monday, 29 June 2026.

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

The register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026, both days inclusive. In order to qualify for the Dividend, all completed transfer forms accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 June 2026.

5. ADOPTION OF THE 2026 SHARE AWARD SCHEME

The Share Award Scheme was adopted by the Company on 10 December 2018 and is valid and effective for a period of ten years from its adoption date. As Chapter 17 of the Listing Rules was amended with effect from 1 January 2023, and further amendments were made to the Listing Rules in 2024 to allow listed issuers to hold and resell treasury shares, the Company proposes to adopt the 2026 Share Award Scheme. The provisions of the 2026 Share Award Scheme comply with the requirements of Chapter 17 of the Listing Rules. At the AGM, Ordinary Resolution No. 8 will be proposed for the Shareholders to consider, and if thought fit, to approve the adoption of the 2026 Share Award Scheme.

Save for the Share Award Scheme, the Company had no other subsisting share schemes as at the Latest Practicable Date.

As at the Latest Practicable Date, the Company had 156,505,226 unvested awarded Shares granted under the Share Award Scheme which shall continue to be valid in accordance with the Share Award Scheme and the Company did not intent to grant further award Shares under the Share Award Scheme prior to the AGM. The principal terms of the unvested awarded Shares granted under the Share Award Scheme are as follows:

	Type of grantee	Number of Shares granted but not vested	Date of grant	Fair value at the date of grant of each Share award	Vesting period
1.	Chen Yuhong (Director)	9,246,300	30 August 2023	HK$5.09	2 to 7 years
2.	Tang Zhenming (Director)	1,440,000	1 June 2020	HK$3.98	2 to 7 years
		4,625,000	30 August 2023	HK$5.09	2 to 7 years
3.	He Ning (Director)	3,340,000	30 August 2023	HK$5.09	2 to 7 years
4.	Yeung Tak Bun (Director)	600,000	30 August 2023	HK$5.09	2 to 5 years
5.	Employee	23,022,226	1 June 2020	HK$3.98	2 to 7 years
		114,231,700	30 August 2023	HK$5.09	2 to 7 years

The Share Award Scheme will not be terminated immediately upon the adoption of the 2026 Share Award Scheme, as the Company and the Trustee consider it expedient to have the Share Award Scheme continue to remain in place to facilitate the handling of the remaining Shares and Residual Cash held under the Trust.

As at the Latest Practicable Date, the limit for grant of awards under the Share Award Scheme had already been used up and the Company will not grant any further awards under the Share Award Scheme.

As at the Latest Practicable Date, the number of Shares held by the Trustee under the Share Award Scheme was 193,016,878 Shares.

Conditions precedent of the 2026 Share Award Scheme

The 2026 Share Award Scheme will take effect upon satisfaction of the following conditions:

(A) the passing of ordinary resolution(s) by the Shareholders at a general meeting of the Company to (1) approve and adopt the 2026 Share Award Scheme; (2) authorize the Board to grant Awarded Shares under the 2026 Share Award Scheme; and (3) authorize the Board to allot and issue new Shares in respect of any Awards to be granted pursuant to the 2026 Share Award Scheme; and

(B) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any new Shares on the Stock Exchange which may be issued by the Company in respect of all Awarded Shares to be granted in accordance with the terms and conditions of the 2026 Share Award Scheme.

Subject to the satisfaction of the conditions above and any early termination, the 2026 Share Award Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date.

Explanation of the terms of the 2026 Share Award Scheme

A summary of the principal terms of the rules of the 2026 Share Award Scheme is set out in Appendix III hereto. The specific objectives of the 2026 Share Award Scheme are for the Company to (i) recognise the contributions by certain Employees and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) attract suitable personnel for further development of the Group.

Eligible participants of the 2026 Share Award Scheme include Employees (excluding any Excluded Employee). For the avoidance of doubt, independent non-executive Directors shall not be eligible participants and will not be granted any Awards under the 2026 Share Award Scheme. In determining the number of Awarded Shares to be granted to any Selected Employee (excluding any Excluded Employee), the Board shall take into consideration matters including, but without limitation to:

(a) the present contribution and expected contribution of the relevant Selected Employee to the profits of the Group;

(b) the general financial condition of the Group;

(c) the Group's overall business objectives and future development plan; and

(d) any other matter which the Board considers relevant.

The Board has delegated the administration of the 2026 Share Award Scheme to the remuneration committee of the Company, which comprises independent non-executive Directors only. As stated above, independent non-executive Directors shall not be eligible participants and will not be granted any Awards under the 2026 Share Award Scheme. None of the Directors who are eligible to receive Awards under the 2026 Share Award Scheme will participate in the administration of the Scheme. The remuneration committee of the Company, with the support of independent remuneration consultants if necessary, will review and approve any grant of Awards, ensuring proper governance and alignment with the purposes of the 2026 Share Award Scheme and the interests of the Shareholders.

The Board is entitled to impose any conditions (including a period of continued service within the Group after the Award), as it deems appropriate in its absolute discretion with respect to the vesting of the Awarded Shares on the Selected Employee, and shall inform the Trustee and such Selected Employee the relevant conditions of the Award and the Awarded Shares, provided that the vesting period for Awards shall not be less than 12 months.

The grant notice to be given to any Selected Employee at the time of a grant of Awarded Shares (the "**Grant Notice**") shall set out the vesting criteria and conditions for Awards to be granted, if any, and may include performance target(s) that the Board or the committee of the Board or person(s) to which the Board has delegated its authority may in its sole and absolute discretion determine, if any. Such performance targets shall include, among others, business targets, financial targets and/or management targets which shall be determined based on the (i) individual performance, (ii) performance of the Group, (iii) performance of business groups, business units, business lines, functional departments, projects and/or geographical area managed by the Selected Employee; (iv) strategic plans formulated by the Selected Employee; and/or (v) developments or breakthroughs in certain markets of the Group's business.

Without limiting the generality of the foregoing, the Board or its delegate may, in respect of any grant of Awards, establish specific annual performance targets at the company level. The performance appraisal period for such company-level targets shall cover four consecutive financial years as determined by the Board at the time of grant. The vesting proportion at the company level (X) shall be determined according to the completion rate of performance targets (P) in each performance appraisal year. The performance appraisal target of each year for the Awards is as follows:

The performance indicator shall be revenue from full-stack full-scenario AI products and services of the Company. The completion rate of performance targets (P) shall be calculated as (actual value of performance indicator/target value of performance indicator) multiplied by the weight of the performance indicator.

For the 2026 financial year, the revenue from full-stack full-scenario AI products and services of the Company shall not be less than RMB3 billion.

For the 2027 financial year, the revenue from full-stack full-scenario AI products and services of the Company shall not be less than RMB4.5 billion.

For the 2028 financial year, the revenue from full-stack full-scenario AI products and services of the Company shall not be less than RMB6.75 billion.

For the 2029 financial year, the revenue from full-stack full-scenario AI products and services of the Company shall not be less than RMB8.8 billion.

The "revenue from full-stack full-scenario AI products and services" refers to the revenue generated from full-stack full-scenario AI products and services as disclosed in the annual report of the Company.

(i) if $P \geq 100\%$, the exercise (or vesting) proportion at company level (X) shall be 100%;

(ii) if $80\% \leq P < 100\%$, X shall equal P (expressed as a percentage); and

(iii) if $P < 80\%$, X shall be 0%, and the portion of Awards attributable to the relevant appraisal year shall lapse and be cancelled.

For the avoidance of doubt, vesting of Awards shall be conditional upon satisfaction of the company-level performance target for the immediately preceding financial year. If the company-level performance targets for any appraisal year are not achieved, all Awards scheduled to vest in respect of that year shall not vest and shall be cancelled forthwith, and such unvested portion shall not be deferred to any subsequent period.

Subject to the Scheme Mandate Limit, the maximum number of new Shares in respect of all options and awards to be granted under the 2026 Share Award Scheme and other share schemes of the Company must not in aggregate exceed 4.25% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the Adoption Date, being a maximum of 116,113,372 Shares based on the number of issued Shares as at the Latest Practicable Date.

The 2026 Share Award Scheme provides that an Award granted to a Selected Employee will automatically lapse under circumstances where that Employee has committed fraud or dishonesty or serious misconduct, or has been convicted of criminal offence. Furthermore, the 2026 Share Award Scheme provides for a clawback mechanism which may be provided in the grant notice setting out the circumstances in which the unvested Awards to a Selected Employee shall, among others, automatically lapse forthwith in the event that, (i) the Selected Employee commits any misconduct; or (ii) the granting of any Award, or its becoming vested was based on material misstatement in the financial statements of the Company or any other materially inaccurate performance metric criteria; or (iii) if the Selected Employee joins a company which the Board or the Committee believes in its sole and reasonable opinion to be a competitor of the Company; or (iv) if any other clawback event implicitly or explicitly characterised in the grant notice occurs.

The Board considers that such mechanism aligns with the purpose of the 2026 Share Award Scheme as it would not be beneficial to the Group for the Selected Employee to continue to benefit from the unvested Awards under the circumstances that would trigger the clawback mechanism.

The Board believes that it is in the best interests of the Company to retain the flexibility to impose appropriate conditions in light of the particular circumstances of each grant, which would then be a more meaningful reward for the Selected Employee's contribution or potential contribution. Further, by allowing the Company to require the Selected Employee to achieve such performance targets as may be stipulated in the Grant Notice on a case by case basis, the Company may be in a better position to retain such Selected Employees to continue serving the Group whilst at the same time providing these Selected Employees further incentive in achieving the goals of the Group, and therefore aligns with the purpose of the 2026 Share Award Scheme.

The Board may at its discretion, with or without further conditions, grant additional cash award out of the Trust Fund representing all or part of the income or distributions (including but not limited to cash income or dividends, cash income or net proceeds of sale of non-cash and non-scrip distribution, bonus Shares and scrip dividends) declared by the Company or derived from such Awarded Shares during the period from the date of Award to the Vesting Date to a Selected Employee upon the vesting of any Awarded Shares.

The Board is granted discretion under the scheme rules to provide that a Selected Employee may, upon vesting of the Award, receive additional cash representing the income or distributions (including dividends or other distributions) derived from the Awarded Shares during the period from the date of the Award to the Vesting Date. The Company considers that such arrangement is consistent with the purpose of the 2026 Share Award Scheme, which is to align the interests of Selected Employees with those of the Company and its shareholders over the vesting period, and to incentivise long-term contribution and retention. Such income or distributions do not confer on the grantees of Awards any ownership rights in the underlying Shares prior to vesting, and these will only be realised upon vesting subject to the fulfilment of vesting conditions.

None of the Directors is a trustee of the 2026 Share Award Scheme or has any direct or indirect interest in the trustees of the 2026 Share Award Scheme, if any.

To the best knowledge, information and belief of the Directors after making all reasonable enquiries, the Trustee is independent of the Company and its connected persons.

For the purposes of the 2026 Share Award Scheme, new Shares include Treasury Shares and the issue of new Shares includes the transfer of Treasury Shares. The Company may use Treasury Shares, if any and to the extent permitted by the Laws of the Cayman Islands and/or the Articles of Association and the Listing Rules, to satisfy the Awards under the 2026 Share Award Scheme. As at the Latest Practicable Date, the Company did not hold any Treasury Shares.

As of the Latest Practical Date, the Board had the intention to grant Awards of up to the whole of the Scheme Mandate Limit within the 12 months after the date of adoption of the 2026 Share Award Scheme to the executive Directors and Employees that belong to management and technical backbones who have contributed to the Company's business development and profit growth, with particular emphasis on those managers and AI technology experts and industry specialists who have made outstanding contributions to the Company. Details of such proposed grants, including the specific identity of the grantees, the number of award shares and the expected timeline, are yet to be finalised and remain subject to further consideration and approval by the Board. Further announcement(s) will be made by the Company in compliance with the Listing Rules as and when appropriate.

6. DOCUMENTS ON DISPLAY

A copy of the rules of the 2026 Share Award Scheme will be published on the websites of the Stock Exchange and the Company for display for a period of not less than 14 days before the date of the AGM, and the 2026 Share Award Scheme will be made available for inspection at the AGM.

7. RE-APPOINTMENT OF AUDITOR

At the AGM, an ordinary resolution will be proposed to re-appoint the auditor of the Company and to authorise the Board to fix the remuneration of the auditor.

The estimated audit fee for the upcoming reporting period is expected to be in the range of RMB6.858 million to RMB7.258 million, based on the 2025 annual audit fee of RMB7.058 million. This estimate is based on discussions between the Company and the auditor, taking into account the current audit fee, and the complexity of the Company's operations, the planned business activities for the period, the expected audit scope, the proposed audit timetable, and the auditors' resources required to perform the audit, which are expected to be similar to those in the 2025 reporting year. The estimated fee is a fair and reasonable assessment based on the facts and circumstances known at the relevant time and is provided for illustrative purposes only; it may be subject to adjustment prior to the final determination of the audit fee.

8. ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

Set out on pages 37 to 43 in this circular is the AGM Notice containing the Ordinary Resolutions to be proposed at the AGM to, among other things, grant to the Directors the Repurchase Mandate, the Share Issue Mandate; approve the Re-election of Retiring Directors, re-appointment of auditor, the declaration of Dividend, and the adoption of the 2026 Share Award Scheme.

The register of members of the Company will be closed from Thursday, 14 May 2026 to Wednesday, 20 May 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for the AGM is 20 May 2026. In order to ascertain the right to attend and vote at 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 Wednesday, 13 May 2026.

9. ACTION TO BE TAKEN

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

10. VOTE BY POLL

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

A trustee of the Share Award Scheme held 193,016,878 Shares as at the Latest Practicable Date, and shall not exercise the voting rights at the AGM in respect of these Shares under the trust.

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

11. TYPHOON AND RAINSTORM ARRANGEMENTS

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

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

12. 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.

13. RECOMMENDATION

The Directors believe that the Share Issue Mandate, the Repurchase Mandate, Re-election of Retiring Directors, re-appointment of auditor, declaration of Dividend, the adoption of the 2026 Share Award Scheme 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 2,732,079,358 Shares in issue and no Shares were held in treasury.

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 273,207,935 Shares representing not more than 10% of the issued Shares (excluding Treasury Shares, if any) 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.

According to the Listing Rules, listed issuers may, instead of cancellation of repurchased shares, (i) subject to the laws of their place of incorporation and their constitutional documents hold the repurchased shares in treasury and (ii) resell the treasury share in accordance with applicable laws, rules and regulations. This will allow the Company to have greater flexibility in managing the Company's capital structure, to react promptly to market conditions and, if and when appropriate, and to resell the Treasury Shares on the market at market prices to raise funds.

Up to the Latest Practicable Date, the Shares repurchased by the Company were not held as Treasury Shares but were cancelled. The Shares which are repurchased by the Company will only be held as Treasury Shares by the Company when the Directors consider it prudent or beneficial for capital management purposes to do so, and the Treasury Shares will only be resold on the market when the Directors believe that a resale of such Treasury Shares is in the interests of the Company and the Shareholders as a whole.

For those Treasury Shares not directly held by the Company but are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such Treasury Shares. Such measures will include (i) procuring the relevant broker not to give instructions to HKSCC to vote at general meetings of the Company for such Treasury Shares; and (ii) in case of dividends or distributions, withdrawing the Treasury Shares from the CCASS and either registering in the Company's own name or cancelling them, in each case before the record date for the dividend or distributions.

3. FUNDING OF REPURCHASES

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

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

There might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated accounts contained in the annual report for the financial year ended 31 December 2025) 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. GENERAL

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

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

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

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

5. TAKEOVERS CODE

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

As at the Latest Practicable Date, Dr. Chen Yuhong and his associates held 315,742,561 Shares, representing approximately 11.56% 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 11.56% to approximately 12.84% 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$)*	Lowest trade price *(HK$)*
2025		
April	5.28	4.04
May	5.68	4.85
June	5.18	4.55
July	6.06	4.77
August	6.99	5.43
September	6.71	5.65
October	6.47	5.65
November	5.93	5.15
December	5.34	4.87
2026		
January	5.71	4.97
February	5.02	4.14
March	4.20	3.24
April (from 1 April up to the Latest Practicable Date)	3.73	3.32

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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

Dr. Chen Yuhong (Executive Director)

Dr. Chen Yuhong (陳宇紅), aged 63, is the Chairman and the Chief Executive Officer of the Company and is responsible for the overall business development of the Group. He has over 20 years of practicing experience in software information industry. Dr. Chen holds a doctorate degree in optics from Beijing Institute of Technology* (北京理工大學) in 1991. Prior to joining the Company on 25 April 2000, Dr. Chen worked at China National Computer Software & Technology Service Corporation ("**CS&S**") from October 1996 to April 2000, subsequently was appointed as vice president in June 1999 and as senior vice president of CNTC (中軟網絡信息技術有限公司) in December 2003. From June 1991 to October 1996, he was the deputy general manager of China Great Wall Computer Software Co., Ltd.* (中國長城計算機軟件公司).

Dr. Chen is a member of nomination committee of the Company.

Save as disclosed herein, as at the Latest Practicable Date, Dr. Chen Yuhong did not hold any directorship in public companies listed on any securities market in Hong Kong or overseas in the last three years nor hold any position in any members of the Group. Save as disclosed herein, Dr. Chen 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. Chen was interested or deemed to be interested in 324,988,861 Shares (including 9,246,300 unvested award Shares under the Share Award Scheme) within the meaning of Part XV of the SFO.

Dr. Chen entered into a service contract with the Company for a term of two years from 20 June 2003 which has continued thereafter until terminated by either party giving not less than three months' prior written notice. Dr. Chen is subject to retirement by rotation and re-election in accordance with the Articles of Association. For the year ended 31 December 2025, Dr. Chen received an annual remuneration of RMB2,923,000 from the Company for his position as an executive Director. The monthly salary for Dr. Chen is to be reviewed annually by the remuneration committee of the Company. For the period from the expiry of the first year of appointment, the salary of Dr. Chen shall be determined by the remuneration committee of the Company but shall not be more than 120 percent of the annual salary for the preceding year. Dr. Chen is entitled to management bonus by reference to the consolidated net profits of the Group after taxation and minority interests but before extraordinary items as shown in the Group's audited consolidated accounts for the relevant financial year (the "**Net Profits**") as the Board may approve, provided that the aggregate amount of management bonuses payable to Dr. Chen in respect of any financial year of the Group shall not exceed 5 percent of the Net Profits; and he shall abstain from voting and shall not be counted in the quorum in respect of the resolution regarding the amount of management bonus payable to himself. The remuneration committee of the Company will determine the remuneration and management bonus of Dr. Chen by reference to a number of factors, including (i) his duties, roles and expected contributions to the Group; (ii) the Group's remuneration policy and internal remuneration structure; (iii) his individual performance (KPI), experience and professional qualifications; (iv) the market salary levels for similar positions in the same industry; and (v) the overall financial performance and business performance of the Group for the relevant year. The remuneration committee of the Company has assessed these factors and confirms that they are reasonable and fair, as they are objective, commercially justified and consistent with market practice.

* *for identification purpose only*

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

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

Mr. Yeung Tak Bun, *J.P.* (楊德斌), aged 60, holds a Bachelor of Science in Electrical Engineering from the University of Texas (Austin) in the US, a Master of Science in Electrical Engineering from Purdue University in the US, and an Executive MBA from the Kellogg School of Management of the University of Northwestern in the US in conjunction with the Hong Kong University of Science and Technology. Mr. Yeung started his career in the Silicon Valley, California in 1987 and had worked for several high-tech companies. Mr. Yeung held senior management positions in several multinational corporations with operations throughout Asia. When Mr. Yeung was the Chief Corporate Development Officer of the Hong Kong Science and Technology Parks Corporation in 2009, he was responsible for the development strategy of the science park, global partnership, incubation programme for start-ups, nurturing bio-tech, green-tech, IT and electronics enterprises, and initiated the science park corporate venture fund. During mid-2015–mid 2018, Mr. Yeung was appointed as the Government Chief Information Officer, head of department, and a Justice of the Peace, by the Hong Kong SAR Government. Mr. Yeung was responsible for formulation of policies and strategies for Hong Kong's information industry in development of the digital economy, e-government, cyber-security, and formulation of the blueprint for developing Hong Kong into the world's leading smart city. Mr. Yeung co-founded Intelli Global Corporation in late 2018 with international smart city and big data experts to provide top-level design and big data/artificial intelligence related products that foster city governments and companies around the world in managing cities with new smart city concepts, improving the quality of life, reducing management costs and improving urban governance efficiency. Mr. Yeung is currently the Chief Executive Officer of and Strategic Adviser to Intelli Global Corporation. Mr. Yeung holds the public positions of an Expert Group Member of the Chief Executive Policy Unit and a Member of the Digital Economy Development Committee of the HKSAR Government. He is also the President of Greater Bay Area International Information Technology Industry Association and the Founding Chairman of the Institute of Big Data Governance.

In addition, Mr. Yeung serves as an independent non-executive director of companies which are listed on the Stock Exchange, including Yau Lee Holdings Limited (Stock Code 406) and UMP Healthcare Holdings Limited (stock code 722). He also serves as an independent non-executive director of POA Bank Ltd., which is a wholly-owned subsidiary of Lufax Holding Ltd. (listed on the New York Stock Exchange) (NYSE: LU) and the Stock Exchange (Stock Code 6623) and a member of Ping An Insurance (Group) Company of China, Ltd. (listed on the Stock Exchange) (Stock Code 2318) and on the Shanghai Stock Exchange (SSE 601318).

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

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

Mr. Yeung is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group. As at the Latest Practicable Date, Mr. Yeung had interested in 1,000,000 Shares (including 600,000 unvested award Shares under the Share Award Scheme) within the meaning of Part XV of the SFO.

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

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

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

Save as disclosed above, Mr. Yeung confirmed that (a) he has met the independence criteria set out in Rule 3.13 (1) to (8) of the Listing Rules; (b) he has no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as such term is defined in the Listing Rules) of the Company; (c) there are no other factors that may affect his independence at the time of his re-election; (d) there are no matter that needs to be brought to the attention of the Shareholders; and (e) there are no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Set out below is a summary of the principal terms and conditions of the 2026 Share Award Scheme to provide sufficient information to Shareholders for their consideration of the 2026 Share Award Scheme proposed to be adopted at the AGM.

(1) PURPOSES AND OBJECTIVES OF THE 2026 SHARE AWARD SCHEME

The purposes of the 2026 Share Award Scheme are (i) to recognize the contributions by certain Employees and to provide them with incentives in order to retain them for continual operation and development of the Group, and (ii) to attract suitable personnel for further development of the Group.

(2) DURATION OF THE 2026 SHARE AWARD SCHEME

Subject to any early termination as may be determined by the Board pursuant to the rules of the 2026 Share Award Scheme, the 2026 Share Award Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date.

(3) ADMINISTRATION OF THE 2026 SHARE AWARD SCHEME

The 2026 Share Award Scheme shall be subject to the administration of the Board and the Trustee in accordance with the rules of the 2026 Share Award Scheme and the Trust Deed. The decision of the Board with respect to any matter arising under the 2026 Share Award Scheme (including the interpretation of any provision) shall be final and binding.

The Trustee shall hold the Trust Fund in accordance with the terms of the Trust Deed.

(4) SCHEME LIMIT

(A) The total number of new Shares which may be issued in respect of all options and awards to be granted under the 2026 Share Award Scheme and other share schemes of the Company ("**Scheme Mandate Limit**") must not in aggregate exceed 4.25% (or such other lower percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue (excluding Treasury Shares, if any) as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.

(B) For the purposes of calculating the Scheme Mandate Limit, Shares which are the subject matter of any options or awards that have already lapsed in accordance with the terms of the relevant share scheme(s) of the Company will not be regarded as utilized.

(C) The Scheme Mandate Limit may be refreshed by ordinary resolution of the Shareholders in general meeting every three years from the date of the Shareholders' approval for the last refreshment (or the Adoption Date), provided that:

(a) the Scheme Mandate Limit so refreshed shall not exceed 4.25% (or such other lower percentage as may be specified by the Stock Exchange from time to time) of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of such Shareholders' approval of the refreshment of the Scheme Mandate Limit; and

(b) a circular regarding the proposed refreshment of the Scheme Mandate Limit has to be dispatched to the Shareholders in a manner complying with, and containing the matters specified in, Chapter 17 of the Listing Rules.

(D) Further to the requirements set out under Paragraph 4(C) above, any refreshment of the Scheme Mandate Limit within three years from the date of the Shareholders' approval for the last refreshment (or the Adoption Date) must be approved by the Shareholders in general meeting subject to the following provisions:

(a) any controlling shareholder and their associates (or if there is no controlling shareholder, Directors (excluding independent non-executive Directors) and chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting;

(b) the Company must comply with the requirements under Rules 13.39(6) and (7), 13.40, 13.41 and 13.42 of the Listing Rules; and

(c) the requirements under Paragraph 4(D) (a) and (b) above do not apply if the refreshment is made immediately after an issue of Shares by the Company to its Shareholders on a pro rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of the Scheme Mandate Limit (as a percentage of the Shares in issue) upon refreshment is the same as the unused part of the Scheme Mandate Limit immediately before the issue of the Shares, rounded to the nearest whole Share.

(E) The Company may seek separate approval from the Shareholders in general meeting for granting awards which will result in the Scheme Mandate Limit being exceeded, provided that:

(a) the grant is only to Selected Employees specifically identified by the Company before the approval is sought; and

(b) a circular regarding the grant has been dispatched to the Shareholders in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules and any other applicable laws and rules.

(F) If the Company conducts any share consolidation or subdivision after the Scheme Mandate Limit has been approved in the general meeting, the maximum number of Shares that may be issued by the Company pursuant to the 2026 Share Award Scheme and all other share schemes of the Company under the utilized Scheme Mandate Limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share.

(5) OPERATION OF THE 2026 SHARE AWARD SCHEME

The Board may from time to time cause to be paid a Contributed Amount to the Trust by way of settlement or otherwise contributed by the Company or any Subsidiary as directed by the Board which shall constitute part of the Trust Fund, for the purchase or subscription (as the case may be) of Shares and other purposes set out in the rules of the 2026 Share Award Scheme and the Trust Deed, and such Shares will be held on trust by the Trustee for the benefit of the relevant Selected Employees, on and subject to the terms and conditions of the rules of the 2026 Share Award Scheme and the Trust Deed.

Pursuant to the Trust Deed, Contributed Amounts paid to the Trust and Shares acquired prior to the Adoption Date and held under the Trust for the Share Award Scheme may on or after the Adoption Date be applied for the purchase or subscription (as the case may be) of Shares and grant of Awards under the 2026 Share Award Scheme. Therefore, Shares to be awarded to relevant Selected Employees under the 2026 Share Award Scheme will consist of both Shares to be purchased or subscribed under the 2026 Share Award Scheme and Shares acquired prior to the Adoption Date and held under the Trust under the Share Award Scheme.

(6) THE AWARD OF AWARDED SHARES TO SELECTED EMPLOYEES

Subject to the provisions of the 2026 Share Award Scheme, the Board may, from time to time, at its absolute discretion select any Employee (other than any Excluded Employee) for participation in the 2026 Share Award Scheme as a Selected Employee, and grant such number of Awarded Shares to any Selected Employee at no consideration and in such number and on and subject to such terms and conditions as it may in its absolution discretion determine. In determining the number of Awarded Shares to be granted to any Selected Employee (excluding any Excluded Employee), the Board shall take into consideration matters including, but without limitation to:

(a) the present contribution and expected contribution of the relevant Selected Employee to the profits of the Group;

(b) the general financial condition of the Group;

(c) the Group's overall business objectives and future development plan; and

(d) any other matter which the Board considers relevant.

The Board is entitled to impose any conditions (including a period of continued service within the Group after the grant of the Award) as it deems appropriate in its absolute discretion with respect to the vesting of the Awarded Shares on the Selected Employee and shall inform the Trustee and such Selected Employee the relevant conditions of the Award and the Awarded Shares.

Upon receipt of the Grant Notice, the Selected Employee shall confirm acceptance of the Awarded Shares being granted to him by signing and returning to the Board the acceptance form attached to the Grant Notice within ten (10) business days after the date of the Grant Notice.

Independent non-executive Directors shall not be eligible participants and will not be granted any Awards under the 2026 Share Award Scheme.

(7) MAXIMUM ENTITLEMENT OF EACH PERSON AND THE AWARD OF AWARDED SHARES TO CONNECTED PERSONS

(A) Subject to Paragraph 7(B) below, no Awarded Shares shall be granted to any Selected Employee if such grant of Awarded Shares to such person would result in the Shares in respect of all award shares and options granted (excluding any award shares and share options lapsed) in accordance with the terms of the 2026 Share Award Scheme and other share scheme(s) adopted by the Company to such person in the 12 month period (or such other time period as may be specified by the Stock Exchange from time to time) up to and including the date of such grant representing in aggregate over 1% (or such other percentage as may be specified by the Stock Exchange from time to time) of Shares in issue (excluding Treasury Shares, if any), unless:

(a) such grant has been duly approved, in the manner prescribed by the relevant provisions of Chapter 17 of the Listing Rules, by resolution of the Shareholders in general meeting, at which such person and his/her close associates (as defined under the Listing Rules) (or his/her associates if such person is a connected person) shall abstain from voting;

(b) a circular regarding the grant has been dispatched to the Shareholders in a manner complying with, and containing the information specified in, the relevant provisions of Chapter 17 of the Listing Rules; and

(c) the number and terms of such Awarded Share are fixed before the general meeting of the Company at which the same are to be approved.

(B) Each grant of an Award to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates, shall be subject to the prior approval of the independent non-executive Directors. In addition:

(a) where any grant of Awarded Shares to any Director or chief executive of the Company, or any of their respective associates, would result in the Shares issued and to be issued in respect of all Awarded Shares granted (excluding any award shares lapsed) in accordance with the terms of the 2026 Share Award Scheme and other share award scheme(s) of the Company (if any) to such person in the 12-month period (or such other time period as may be specified by the Hong Kong Stock Exchange from time to time) up to and including the date of such grant representing in aggregate over 0.1% (or such other percentage as may be specified by the Stock Exchange from time to time) of the Shares in issue (excluding Treasury Shares, if any) as at the date of such grant, such further grant of Awarded Shares must be approved by Shareholders in general meeting in the manner required, and subject to the requirements set out, in the Listing Rules; or

(b) where any grant of Awarded Shares to a substantial shareholder of the Company (or any of their respective associates) would result in Shares issued and to be issued in respect of all award shares and options granted (excluding any award shares and options lapsed) in accordance with the terms of the 2026 Share Award Scheme and other share scheme(s) adopted by the Company to such person in the 12 month period (or such other time period as may be specified by the Stock Exchange from time to time) up to and including the date of such grant representing in aggregate over 0.1% (or such other percentage as may be specified by the Stock Exchange from time to time) of Shares in issue (excluding Treasury Shares, if any) as at the date of such grant, such further grant of Awarded Shares must be approved by the Shareholders in general meeting in the manner required, and subject to the requirements set out, in the Listing Rules.

In the circumstances described in Paragraphs 7(B)(a) and (b) above, the Company must send a circular to the Shareholders. The Selected Employee(s), his/her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting. The Company must comply with the requirements under Rules 13.40, 13.41 and 13.42 of the Listing Rules.

(C) Notwithstanding the provisions in Paragraph 7(A), no grant of any Award to any Selected Employee may be made:

(a) in any circumstances where the requisite approval from any applicable regulatory authorities has not been granted;

(b) in any circumstances that any member of the Group will be required under applicable securities laws, rules or regulations to issue a prospectus or other offer documents in respect of such Award or the 2026 Share Award Scheme, unless the Board determines otherwise;

(c) where such Award would result in a breach by any member of the Group or its directors of any applicable securities laws, rules or regulations in any jurisdiction;

(d) where such grant of Award would result in a breach of the Scheme Mandate Limit or would otherwise cause the Company to issue Shares in excess of the permitted amount in the mandate approved by the Shareholders, and any such grant so made shall be null and void to the extent (and only to the extent) that it falls within the circumstances above.

(D) Where any grant of Awarded Shares is proposed to be made to any person who is a connected person of the Company within the meaning of the Listing Rules, the Company shall comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or shareholders' approval requirements, unless otherwise exempted under the Listing Rules.

(E) The Board may at its discretion, with or without further conditions, grant additional cash award out of the Trust Fund representing all or part of the income or distributions (including but not limited to cash income or dividends, cash income or net proceeds of sale of non-cash and non-scrip distribution, bonus Shares and scrip dividends) declared by the Company or derived from such Awarded Shares during the period from the date of Award to the Vesting Date to a Selected Employee upon the vesting of any Awarded Shares.

(8) VESTING OF THE AWARDED SHARES

The main features of the vesting provisions under the rules of the 2026 Share Award Scheme are summarised as follows:

(a) Awards made under the rules of the 2026 Share Award Scheme are personal

Prior to the Vesting Date, any Award made under the rules of the 2026 Share Award Scheme shall be personal to the Selected Employee to whom it is made and shall not be assignable and no Selected Employee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to the Awarded Shares referable to him pursuant to such Award.

(b) Forfeiture of Awarded Shares due to failure to deliver transfer documents

In the event that the Board does not receive the requisite transfer documents from a Selected Employee at least ten (10) business days prior to the Vesting Date, the Awarded Shares which would have otherwise vested in such Selected Employee shall be automatically forfeited and remain as part of the Trust Fund.

(c) Death or retirement by agreement of a Selected Employee on the Vesting Date

In respect of a Selected Employee who died or retired by agreement with a member of the Group at any time on the Vesting Date, all the Awarded Shares of the relevant Selected Employee shall (subject to the minimum vesting period of no less than 12 months from the date of grant as required under Rule 17.03F of the Listing Rules) be deemed to be vested on the day immediately prior to his death or the day immediately prior to his retirement with the relevant member of the Group.

(d) Change in control of the Company

If there occurs an event of change in control of the Company, whether by way of offer, merger, scheme of arrangement or otherwise prior to the Vesting Date, the Board shall determine at its discretion whether such Awarded Shares shall vest in the Selected Employee and the time at which such Awarded Shares shall vest (subject to the minimum vesting period of no less than 12 months from the date of grant as required under Rule 17.03F of the Listing Rules).

(e) Vesting of Awarded Shares to take place in accordance with the rules of the 2026 Share Award Scheme

Subject to the terms and condition of the 2026 Share Award Scheme and the fulfilment of all vesting conditions to the vesting of the Awarded Shares on such Selected Employee as specified in the 2026 Share Award Scheme and the Grant Notice, the respective Awarded Shares held by the Trustee on behalf of the Selected Employee shall vest in such Selected Employee in accordance with the vesting schedule (if any) as set out in the Grant Notice, and the Trustee shall cause the Awarded Shares to be transferred to such Selected Employee on the Vesting Date. The Vesting Date in respect of any Award shall be not less than 12 months from the date of the Grant Notice.

The Board or the committee of the Board or person(s) to which the Board has delegated its authority may while the 2026 Share Award Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the Award to be vested under the 2026 Share Award Scheme to be set out in the Grant Notice. The vesting criteria and conditions for Awards to be granted, if any, may include performance target(s) that the Board or the committee of the Board or person(s) to which the Board has delegated its authority may in its sole and absolute discretion determine, including, among others, business targets, financial targets and/or management targets which shall be determined based on the (i) individual performance, (ii) performance of the Group, (iii) performance of business groups, business units, business lines, functional departments, projects and/or geographical area managed by the Selected Employee; (iv) strategic plans formulated by the Selected Employee; and/or (v) developments or breakthroughs in certain markets of the Group's business.

Without limiting the generality of the foregoing, the Board or its delegate may, in respect of any grant of Awards, establish specific annual performance targets at the company level. The performance appraisal period for such company-level targets shall cover four consecutive financial years as determined by the Board at the time of grant. The vesting proportion at the company level (X) shall be determined according to the completion rate of performance targets (P) in each performance appraisal year. The performance appraisal target of each year for the Awards is as follows:

The performance indicator shall be revenue from full-stack full-scenario AI products and services of the Company. The completion rate of performance targets (P) shall be calculated as (actual value of performance indicator/target value of performance indicator) multiplied by the weight of the performance indicator.

For the 2026 financial year, the revenue from full-stack full-scenario AI products and services of the Company shall not be less than 3 billion RMB.

For the 2027 financial year, the revenue from full-stack full-scenario AI products and services of the Company shall not be less than 4.5 billion RMB.

For the 2028 financial year, the revenue from full-stack full-scenario AI products and services of the Company shall not be less than 6.75 billion RMB.

For the 2029 financial year, the revenue from full-stack full-scenario AI products and services of the Company shall not be less than 8.8 billion RMB.

The "revenue from full-stack full-scenario AI products and services" refers to the revenue generated from full-stack full-scenario AI products and services as disclosed in the annual report of the Company.

(i) if $P \geq 100\%$, the exercise (or vesting) proportion at company level (X) shall be 100%;

(ii) if $80\% \leq P < 100\%$, X shall equal P (expressed as a percentage); and

(iii) if P < 80%, X shall be 0%, and the portion of Awards attributable to the relevant appraisal year shall lapse and be cancelled.

For the avoidance of doubt, vesting of Awards shall be conditional upon satisfaction of the company-level performance target for the immediately preceding financial year. If the company-level performance targets for any appraisal year are not achieved, all Awards scheduled to vest in respect of that year shall not vest and shall be cancelled forthwith, and such unvested portion shall not be deferred to any subsequent period.

(9) DISQUALIFICATION OF SELECTED EMPLOYEES AND CLAWBACK MECHANISM

(A) Subject to and save as provided under Paragraph 8(c) above, if prior to or on the Vesting Date, a Selected Employee ceases to be an Employee pursuant to the rules of the 2026 Share Award Scheme or is found to be an Excluded Employee, the Award to such Selected Employee shall automatically lapse and the relevant Awarded Shares shall not vest on the relevant Vesting Date but shall remain part of the Trust Fund. Such Employee shall have no right or claim against the Company, any other member of the Group, the Board, the Trust or the Trustee or with respect to those or any other Shares or any right thereto or interest therein in any way.

(B) Unless the Board determines otherwise, the circumstances under which a person shall be treated as having ceased to be an Employee shall include, without limitation, the following:

(a) where such person has committed any act of fraud or dishonesty or serious misconduct, whether or not in connection with his employment or engagement by any member of the Group and whether or not it has resulted in his employment or engagement being terminated by the relevant member of the Group;

(b) where such person has been declared or adjudged to be bankrupt by a competent court or governmental body or has failed to pay his debts as they fall due (after the expiry of any applicable grace period) or has entered into any arrangement or composition with his creditors generally or an administrator has taken possession of any of his assets;

(c) where such person has been convicted of any criminal offence; or

(d) where such person has been convicted of or is being held liable for any offence under or any breach of the SFO or other securities laws or regulations in Hong Kong or any other applicable laws or regulations in force from time to time.

(C) The Board may provide in the Grant Notice that any Award prior to it being vested in such Selected Employee in respect of all or a proportion of the Award Shares may be subject to clawback or a longer vesting period for the Award if any of the Clawback Events stated in Paragraph 9(D) below shall occur.

(D) In respect of any Award which is performance linked, if any of the following events ("**Clawback Events**") shall occur during a vesting period:

(i) the Selected Employee commits any misconduct(s); or

(ii) the granting of any Award, or its becoming vested was based on material misstatement in the financial statements of the Company or any other materially inaccurate performance metric criteria; or

(iii) if the Selected Employee joins a company which the Board or the committee of the Board believes in its sole opinion to be a competitor of the Company; or

(iv) if any other clawback event implicitly or explicitly characterised in the Grant Notice occurs,

the Board may (but are not obliged to) by notice in writing to the Selected Employee concerned (a) claw back such number of Awards (to the extent not being vested) granted as the Board may consider appropriate; or (b) extend the vesting period (regardless of whether the initial Vesting Date has occurred) in relation to all or any of the Awards (to the extent not being vested) to such longer period as the Board may consider appropriate.

(E) The clawback mechanism in Paragraphs 9(C) and (D) above applies to unvested Awards only.

(10) RESTRICTIONS UNDER THE RULES OF THE 2026 SHARE AWARD SCHEME

The Board shall not grant any Award or give any instructions to the Trustee to acquire or subscribe for any Shares under the 2026 Share Award Scheme, and a Director must not be granted any Award where dealings in the Shares are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time. Without limiting the generality of the foregoing, no such instruction is to be given and no such grant is to be made:

(a) after inside information has come to the Company's or the Director's knowledge until (and including) the trading day after it has announced the information;

(b) during the period commencing 30 days immediately before the earlier of (i) the date of the board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement;

(c) to any Director during the period of 60 days immediately preceding the publication date of the annual results for any financial period of the Company or, if shorter, the period from the end of the relevant financial period up to the publication date of the results; and

(d) to any Director during the period of 30 days immediately preceding the publication date of the interim results for any financial period of the Company or, if shorter, the period from the end of the relevant half-year period of the financial period up to the publication date of the results.

(11) ADJUSTMENTS TO AWARDS GRANTED

In the event of a capitalization issue, rights issue, sub-division or consolidation of shares or reduction of capital carried out by the Company, adjustments shall be made to the number of Awarded Shares subject to outstanding Awards granted which adjustments must give a Selected Employee the same proportion of the equity capital of the Company, rounded to the nearest whole Share, as that to which that person was previously entitled prior to the carrying out of the aforesaid corporate event, but no such adjustments may be made to the extent that a Share would be issued at less than its nominal value (if any). The issue of securities as consideration in a transaction may not be regarded as a circumstance requiring adjustment. In respect of any such adjustments, other than any made on a capitalization issue, an independent financial adviser or the auditors of the Company must confirm to the Directors in writing that the adjustments satisfy the requirements set out in the note to Rule 17.03(13) of the Listing Rules.

(12) CANCELLATION OF AWARDS GRANTED

(A) The Board in its sole discretion may cancel an Award granted but remained unvested in certain circumstances, including where it is necessary to comply with the laws in the jurisdictions in which the Eligible Employee and the Company are subject to, or in order to comply with the requirements of any securities exchange, or if the company-level performance targets under paragraph 8(e) above are not achieved. No compensation shall be paid to a Selected Employee in respect of cancelled Awards.

(B) Awarded Shares may be granted to an Eligible Employee in place of his/her cancelled Award Shares provided that there is available Scheme Mandate Limit approved by the Shareholders as referred to in Rule 17.03B or Rule 17.03C of the Listing Rules. The Awarded Shares cancelled will be regarded as utilized for the purpose of calculating the Scheme Mandate Limit.

(13) ALTERATION OF THE 2026 SHARE AWARD SCHEME

(A) The Directors may from time to time in their discretion alter the definition of "Selected Employee(s)" and the provisions in Paragraphs 2, 3, 4, 5, 6, 7, 8, 10 and 11 of the 2026 Share Award Scheme which are of a material nature or provisions relating to the matters set out in Rule 17.03 of the Listing Rules to the advantage of Selected Employee(s) or prospective Selected Employee(s) provided that approval from the Shareholders in general meeting (with the Selected Employee(s) and their associates abstaining from voting) has been obtained. Save for the above, the Board or its delegate(s) may alter the terms of the 2026 Share Award Scheme without the approval of the Shareholders in a general meeting. No such alteration shall operate to affect adversely the terms of Award or issue of any Awarded Shares granted or agreed to be granted prior to such alteration except with the consent or sanction in writing of such majority of the Selected Employee(s) as would be required of the Shareholders under the constitutional documents for the time being of the Company for a variation of the rights attached to the Shares.

(B) Any change to the authority of the Board to alter the terms of the 2026 Share Award Scheme shall not be valid unless approved by the Shareholders in general meeting.

(C) Any change to the terms of Awarded Shares granted to a Selected Employee must be approved by the Board, the remuneration committee of the Company, the independent non-executive Directors and/or the Shareholders in general meeting (as the case may be) if the initial grant of the Award Shares requires such approval (except where the alterations take effect automatically under the existing provisions of the 2026 Share Award Scheme).

(D) The amended terms of the 2026 Share Award Scheme or the Awarded Shares must comply with Chapter 17 of the Listing Rules.

(14) RIGHTS ATTACHING TO THE SHARES AND VOTING RIGHTS

(A) Except as provided for under Paragraph 7(E) above, a Selected Employee shall not have any interest or rights (including the right to receive dividends) in the Awarded Shares prior to the Vesting Date.

(B) The Shares to be allotted upon the exercise of an Award will be subject to all the provisions of the memorandum and articles of association of the Company for the time being in force and will rank pari passu in all respects with the fully paid Shares in issue on the date of allotment and issue, and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment and issue other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment and issue, provided always that when the date of exercise of the Award falls on a date upon which the register of Shareholders is closed, then the exercise of the Award shall become effective on the first business day in Hong Kong on which the register of Shareholders is re-opened. A Selected Employee shall not be entitled to vote in any general meeting of the Company in respect of

any of those outstanding Awards yet to be exercised by him unless he has exercised his Award(s) in accordance with the provisions of the 2026 Share Award Scheme. Once a Selected Employee has exercised his Award(s) in accordance with the provisions of the 2026 Share Award Scheme, he shall be entitled to vote in respect of those fully paid Shares allotted to him upon the exercise of his Award(s) in accordance with the memorandum and articles of association of the Company for the time being in force.

(C) No voting instructions shall be given by a Selected Employee to the Trustee in respect of the Awarded Shares that have not been vested on such Selected Employee.

(D) Neither the Selected Employee nor the Trustee shall exercise the voting rights in respect of any Shares held by it under the Trust.

(15) TERMINATION OF THE 2026 SHARE AWARD SCHEME

(A) The 2026 Share Award Scheme shall terminate on the earlier of (i) the tenth (10) anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the Board by a resolution of the Board, provided that such termination shall not affect any subsisting rights of any Selected Employee under the 2026 Share Award Scheme.

(B) Upon termination of the 2026 Share Award Scheme,

(i) no further grant of Awarded Shares may be made under the 2026 Share Award Scheme;

(ii) all the Awarded Shares of the Selected Employees granted under the 2026 Share Award Scheme shall continue to be held by the Trustee and become vested in the Selected Employees according to the conditions of the Awards, subject to the receipt by the Trustee of the transfer documents prescribed by the Trustee and duly executed by the Selected Employee; and

(iii) upon the expiration of the Trust period, all Shares (except for any Awarded Shares subject to vesting on the Selected Employees) remaining in the Trust Fund shall be sold by the Trustee and all net proceeds of sale and such other funds and properties remaining in the Trust Fund managed by the Trustee (after making appropriate deductions in respect of all disposal costs, liabilities and expenses) shall be remitted to the Company forthwith. The Trustee may not transfer any Shares to the Company nor may the Company otherwise hold any Shares whatsoever (other than its interest in the proceeds of sale of such Shares as mentioned above).

(16) WINDING UP OF THE COMPANY

If notice is duly given by the Company to its shareholders to convene a shareholders' meeting for the purpose of considering a resolution for the voluntary winding-up of the Company (other than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company) or an order of winding up of the Company is made, the Board shall determine at its discretion whether such Awarded Shares shall vest in the Selected Employee and the time at which such Awarded Shares shall vest. (subject to the minimum vesting period of no less than 12 months from the date of grant as required under Rule 17.03F of the Listing Rules). If the Board determines that any Awarded Shares shall vest, it shall promptly notify the Selected Employee and shall use its reasonable endeavours to procure the Trustee to take such action as may be necessary to transfer the legal and beneficial ownership of the Awarded Shares which are to become vested in such Selected Employee to such Selected Employee. In the event that the Awarded Shares cannot vest prior to the winding-up of the Company, all such unvested Awarded Shares shall automatically lapse and no payment or compensation shall be made to the Selected Employee in respect of such lapsed Awarded Shares.

(17) CONDITIONS

The 2026 Share Award Scheme is conditional on:

(A) the passing of ordinary resolution(s) by the Shareholders at a general meeting of the Company to (1) approve and adopt the 2026 Share Award Scheme; (2) authorize the Board to grant Awarded Shares under the 2026 Share Award Scheme; and (3) authorize the Board to allot and issue new Shares in respect of any Awards to be granted pursuant to the 2026 Share Award Scheme; and

(B) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any new Shares on the Stock Exchange which may be issued by the Company in respect of all Awarded Shares to be granted in accordance with the terms and conditions of the 2026 Share Award Scheme.

CHINASOFT INTERNATIONAL LIMITED

中軟國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 354)

NOTICE IS HEREBY GIVEN that an annual general meeting of CHINASOFT INTERNATIONAL LIMITED (the "**Company**") will be held at 2:00 p.m. on Wednesday, 20 May 2026 at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

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 2025;

2. (i) To re-elect Dr. Chen Yuhong as an executive director of the Company; and

   (ii) To re-elect Mr. Yeung Tak Bun, *J.P.* as an independent non-executive director of the Company;

3. To authorise the board of directors of the Company to fix the remuneration of directors of the Company;

4. To re-appoint auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of auditor;

and as special business, to consider and, if thought fit, pass with or without modifications the following resolutions of which resolutions 5, 6, 7 and 8 will be proposed as ordinary resolutions of the Company:

* *for identification purpose only*

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 Treasury Shares, if any) 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 and/or non-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 Treasury Shares, if any) 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$0.0466 per ordinary share of the Company in respect of the year ended 31 December 2025 (the "**Dividend**") to holders of ordinary shares of the Company as recorded on the register of holders of ordinary shares of the Company on 12 June 2026 be and is hereby approved."

8. "**THAT**:

(A) conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in the ordinary shares in the capital of the Company ("**Shares**") to be issued in respect of the awards to be granted under the new share award scheme of the Company, a copy of which has been produced to this meeting marked "A" and signed by the chairman of this meeting for the purpose of identification (the "**2026 Share Award Scheme**"), the 2026 Share Award Scheme be and is hereby approved and adopted;

(B) the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2026 Share Award Scheme including but without limitation:

(i) to administer the 2026 Share Award Scheme under which award shares will be granted to participants eligible under the 2026 Share Award Scheme to subscribe for Shares;

(ii) to modify and/or amend the 2026 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2026 Share Award Scheme relating to modification and/or amendment;

(iii) to grant award shares under the 2026 Share Award Scheme and to allot and issue from time to time such number of Shares as may be required to be allotted and issued in respect of the award shares to be granted under the 2026 Share Award Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;

(iv) to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may, for the time being, be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the award shares to be granted under the 2026 Share Award Scheme; and

(v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2026 Share Award Scheme;

(C) the total number of Shares which may be issued in respect of all awards to be granted under the 2026 Share Award Scheme and any other schemes of the Company must not in aggregate exceed 4.25% of the total number of Shares in issue (excluding Treasury Shares, if any) ("**Scheme Mandate Limit**") as at the date of adoption of the 2026 Share Award Scheme or the relevant date of approval of the refreshment of the Scheme Mandate Limit."

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

27 April 2026

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 Thursday, 14 May 2026 to Wednesday, 20 May 2026, both days inclusive, during which period no transfer of ordinary shares will be registered. The record date for the forthcoming annual general meeting is 20 May 2026. In order to ascertain the right to attend and vote at 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 Wednesday, 13 May 2026.

(6) The register of members of ordinary shares of the Company will also be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026, 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, 8 June 2026.

(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 27 April 2026.

(8) In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the corporate website of the Company (www.chinasofti.com) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify holders of ordinary shares of the Company of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Holders of ordinary shares of the Company should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.