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SINOSOFT
TECHNOLOGY

SINOSOFT TECHNOLOGY GROUP LIMITED

中國擎天軟件科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1297)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the an extraordinary general meeting (the “**Meeting**”) of Sinosoft Technology Group Limited (the “**Company**”) will be held at No. 26 Tianpu Road, Jiangpu Street, Pukou District, Nanjing City, Jiangsu, the People’s Republic of China on Wednesday, 18 November 2020 at 11:00 a.m. to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the equity transfer agreement dated 30 September 2020 (the “**Equity Transfer Agreement**”) entered into between Nanjing Skytech Co., Ltd.* (南京擎天科技有限公司) as vendor (the “**Vendor**”), a wholly-owned subsidiary of the Company, and Nanjing Skytech Enterprise Management Partnership (Limited Partnership)* (南京擎天企業管理合伙企業(有限合伙)) as purchaser (the “**Purchaser**”), a limited partnership controlled by Ms. Xin Yingmei, in respect of the transfer of certain assets which consists of (i) 100% equity interest in Nanjing Skytech Quan Shui Tong Informational Technology Co., Limited* (南京擎天全稅通信息科技有限公司); (ii) 45.0045% equity interest in Jiangsu Skytech Zumoo Technology Co., Limited* (江蘇擎天助貿科技有限公司); and (iii) partial assets relevant to export enterprise cloud-based software and services under the name of the Vendor, the details of

which are set out in the circular of the Company dated 29 October 2020 (the “**Circular**”) (a copy of which is marked “A” and signed by the chairman of the Meeting for identification purpose and has been tabled at the Meeting), be and is hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved;

- (b) any one of the directors of the Company (“**Directors**”) be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Equity Transfer Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Equity Transfer Agreement) as are, in the opinion of such Director, in the interest of the Company and its shareholders as a whole.”

By order of the Board
Sinosoft Technology Group Limited
Xin Yingmei
Chairlady

Hong Kong, 29 October 2020

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in

40F, Sunlight Tower
248 Queen’s Road East
Wanchai
Hong Kong

Notes:

1. In view of the ongoing novel coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement certain preventive measures at the Meeting, the details of which are set out in the section headed ‘‘Precautionary Measures for the EGM’’ on page 1 of the Circular, to safeguard the health and safety of the attending shareholders of the Company, staff and other stakeholders.
2. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. If more than one proxy is so appointed, the form of proxy shall specify the number and class of shares in respect of which each such proxy is appointed. A proxy need not be a shareholder of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, a form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time appointed for the holding of the above meeting (i.e. 11:00 a.m. on Monday, 16 November 2020) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
5. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 13 November 2020 to Wednesday, 18 November 2020, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 November 2020.

6. The Company does not in any way wish to diminish the opportunity available to the shareholders of the Company to exercise their rights and to vote, but is conscious of the pressing need to protect the shareholders from possible exposure to the COVID-19 pandemic. **For the health and safety of the shareholders, the Company would like to encourage shareholders to exercise their right to vote at the Meeting by appointing the chairman of the Meeting as their proxy instead of attending the Meeting in person. Physical attendance is not necessary for the purpose of exercising shareholders' rights.**
7. The above resolution will be voted by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this notice, the executive Directors are Ms. Xin Yingmei and Mr. Su Hui, the non-executive Director is Mr. Ren Geng and the independent non-executive Directors are Mr. Kang Choon Kiat, Mr. Kwauk Teh Ming, Walter and Mr. Zong Ping.