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**Worth Glory Limited**

*(Incorporated in British Virgin Islands with limited liability)*



**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)**

**JOINT ANNOUNCEMENT**

**DELAY IN DESPATCH OF THE SCHEME DOCUMENT  
IN RELATION TO**

- (1) PROPOSAL FOR THE PRIVATISATION OF SINOSOFT TECHNOLOGY  
GROUP LIMITED BY WORTH GLORY LIMITED BY WAY OF A SCHEME  
OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES ACT OF  
THE CAYMAN ISLANDS**
- (2) PROPOSED WITHDRAWAL OF LISTING**

**Financial Adviser to the Offeror**

**RAINBOW.**

RAINBOW CAPITAL (HK) LIMITED  
流博資本有限公司

**Independent Financial Adviser to the Independent Board Committee**

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Reference is made to the announcement jointly issued by Worth Glory Limited (the “**Offeror**”) and Sinosoft Technology Group Limited (the “**Company**”) dated 14 December 2023 (the “**Joint Announcement**”) in relation to, among other things, the proposed privatisation of the Company by way of a scheme of arrangement under section 86 of the Companies Act. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Joint Announcement.

Pursuant to Rule 8.2 of the Takeovers Code, unless the Executive’s consent is obtained, the Scheme Document, including, amongst other things, (i) further details of the Proposal and the Scheme; (ii) an explanatory statement as required under the Grand Court Rules of the Cayman Islands; (iii) the expected timetable relating to the Proposal; (iv) the recommendations of the Independent Board Committee; (v) the letter of advice from the Independent Financial Adviser; and (vi) the notices of the Court Meeting and the EGM, should be despatched to the Scheme Shareholders within 21 days of the date of the Joint Announcement (i.e. on or before 4 January 2024), and in compliance with the requirements of the Takeovers Code, the rules and orders of the Grand Court and any other applicable laws and regulations.

The hearing by the Grand Court for the issuing of its directions for the convening of the Court Meeting is scheduled to be held on 23 January 2024 (Cayman Islands time). As additional time is required to finalise the content of the Scheme Document, an application was made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the deadline for the despatch of the Scheme Document to a date on or before 31 January 2024. The Executive has indicated that it is minded to grant consent to the delay in despatch. A further announcement will be made by the Company and the Offeror when the Scheme Document is despatched.

**Warning: Shareholders and/or potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and/or potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, licensed securities dealer, registered institution in securities, bank manager, solicitor or other professional advisers.**

By order of the board of directors of  
**Worth Glory Limited**  
**Ms. Xin Yingmei**  
*Director*

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

Hong Kong, 4 January 2024

*As at the date of this joint announcement, the sole director of Offeror is Ms. Xin Yingmei.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Group) and confirm, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, 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. Chan Choo Tee, Mr. Li Dong and Mr. Zong Ping.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror in her capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*