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(Incorporated in Bermuda with limited liability)
(Stock Code: 00380)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Softpower International Limited (the “**Company**”) will be held at 12th Floor, Phase I, Austin Tower, 22-26A Austin Avenue, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 23 February 2018 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as the ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the deed of novation dated 15 December 2017 (the “**Deed of Novation**”) entered into by Mao Xing Limited (the “**Lender**”), a wholly-owned subsidiary of the Company, as lender, China Victory International Holdings Limited (the “**Borrower**”) as borrower, and Agria Group Limited (the “**New Borrower**”) as the new borrower, in relation to novation of all the Borrower’s rights and obligations in and under the Loan Agreement (details of the Deed of Novation are set out in the Company’s circular dated 5 February 2018 (the “**Circular**”) and copies of the Deed of Novation and the Circular have been tabled at the meeting and marked “A” and “B” respectively for the purpose of identification) and the transaction contemplated thereunder be and are hereby approved confirmed and ratified;
- (b) the directors of the Company be and are hereby authorized to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Deed of Novation and the transaction contemplated thereunder.”

By Order of the Board
Softpower International Limited
Lai Guanglin
Chairman

Hong Kong, 5 February 2018

Notes:

1. A shareholder of the Company (a “**Shareholder**”) entitled to attend and vote at the SGM convened by the above notice (or at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
2. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be lodged with 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 not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
3. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting at the meeting should he/she/it wish. If a Shareholder attend and vote at the SGM, the authority of his/her/its proxy will be deemed to be revoked.

As at the date of this notice, the board of directors of the Company consists of Mr. Lai Guanglin, Mr. Yu Ben Ansheng and Mr. Lai Fulin as executive directors; Mr. U Kean Seng as non-executive director; and Mr. Wong Yee Shuen, Wilson, Mr. Chen Wei Wen and Mr. Guan Zhiqiang as independent non-executive directors.