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中软国际

CHINASOFT INTERNATIONAL LIMITED

中軟國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 354)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of CHINASOFT INTERNATIONAL LIMITED (the “**Company**”) will be held at 4:00 p.m. on Thursday, 18 November 2010 at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen’s Road Central, Hong Kong for the purposes of considering and, if thought fit, passing with or without modification the following resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT:

1. the authorised share capital of the Company be and is hereby increased from HK\$106,250,000 divided into 1,500,000,000 ordinary shares of HK\$0.05 each and 625,000,000 redeemable convertible preferred shares of HK\$0.05 each divided into 225,000,000 Series A-1 Preferred Shares of HK\$0.05 each, 200,000,000 Series A-2 Preferred Shares of HK\$0.05 each and 200,000,000 Series A-3 Preferred Shares of HK\$0.05 each to HK\$131,250,000 divided into 2,000,000,000 ordinary shares of HK\$0.05 each and 625,000,000 redeemable convertible preferred shares of HK\$0.05 each divided into 225,000,000 Series A-1 Preferred Shares of HK\$0.05 each, 200,000,000 Series A-2 Preferred Shares of HK\$0.05 each and 200,000,000 Series A-3 Preferred Shares of HK\$0.05 each.
2. (a) the Subscription Agreement (as defined in the circular to the shareholders of the Company dated 1 November 2010 (the “Circular”)), a copy of which has been produced at the EGM and marked “A” and initialled by the chairman of the EGM for identification purpose and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and that the directors of the Company are hereby authorized to perform the obligations of the Company under the Subscription Agreement to consummate the transactions contemplated under the Subscription Agreement;

- (b) the issue of the Convertible Notes (as defined in the Circular) in accordance with the Subscription Agreement be and is hereby approved;
- (c) the issue and allotment by the Company of the Conversion Shares (as defined in the Circular) as contemplated under the Subscription Agreement be and is hereby approved; and
- (d) the directors of the Company be and are hereby authorised to do all such acts and things and to sign, seal, execute and deliver all such documents and to take all such steps for and on behalf of the Company as they may in their absolute discretion consider necessary or appropriate to give effect to or in connection with the Subscription Agreement and all transactions contemplated thereunder.

By order of the Board
CHINASOFT INTERNATIONAL LIMITED
CHEN Yuhong
Managing Director

1 November 2010

Registered Office:

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

Principal Place of Business in Hong Kong:

Units 4607-8, 46th Floor,
COSCO Tower,
No. 183 Queen's Road Central,
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and to vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. A form of proxy for use at the meeting is enclosed.

4. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or the principal place of business of the Company in Hong Kong at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong, 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 the Company will be closed from Tuesday, 16 November 2010 to Thursday, 18 November 2010, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the meeting (or any adjournment thereof), 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 15 November 2010.

As at the date of this announcement, the Directors of the Company are as follows:

Executive Directors:

Dr. CHEN Yuhong (Managing Director), Dr. TANG Zhenming, Mr. WANG Hui

Non-executive Directors:

Dr. CUI Hui (Chairman), Mr. Duncan CHIU, Mr. FANG Jun, Mr. LIU Zheng,
Dr. ZHANG Yaqin

Independent Non-executive Directors:

Mr. XU Zeshan, Mr. ZENG Zhijie, Dr. LEUNG Wing Yin

* *For identification purpose only*