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This announcement, for which the directors of Chinasoft International Limited (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of giving information with regard to Chinasoft International Limited. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



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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: 8216)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of Chinasoft International Limited will be held at 3:30 p.m. on 27 October 2006 at Units 4607-08, 46th Floor, COSCO Tower, No. 183 Queen’s Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendment, as ordinary resolutions:

ORDINARY RESOLUTIONS

“THAT

- (a) the Global Master Services Agreement and Intellectual Property Assignment (a copy of which has been produced at this meeting and marked as “Exhibit-A” and signed by the chairman of the meeting for the purpose of identification) proposed to be entered into between Microsoft Corporation and Chinasoft International Limited (the “Master Services Agreement”) (details of which are set out in the circular of the Company dated 9 October 2006 to its shareholders (the “Circular”)) and all transactions contemplated thereunder be and are hereby approved;
- (b) the maximum aggregate annual value of the transactions contemplated under the Master Services Agreement for each of the financial year ending 31 December 2006, 2007, 2008, 2009, 2010 and 2011, which is US\$7.2 million, US\$9.4 million, US\$12.2 million, US\$15.9 million, US\$20.7 million and US\$22.4 million respectively, be and is hereby approved; and

* For identification purpose only

(c) any one of the directors of the Company be and are hereby authorised for and on behalf of the Company to do all such things and sign, seal, execute, perfect, perform and deliver all such documents as they may in their absolute discretion consider necessary or desirable or expedient to give effect to the Master Services Agreement or for the implementation of all transactions contemplated thereunder.”

By order of the Board
Chinasoft International Limited
Dr. CHEN Yuhong
Managing Director

Registered Office:

Century Yard, Cricket Square
Hutchins Drive, P.O. Box 2681 GT
George Town, Grand Cayman
Cayman Islands, British West Indies

Principal Place of Business in Hong Kong:

Units 4607-08, 46th Floor
COSCO Tower
No. 183 Queen's Road Central
Hong Kong

Hong Kong, 9 October 2006

Notes:

- (1) Any member entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder 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. In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the principal place of business of the Company in Hong Kong at Units 4607-08, 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.

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:

Madam TANG Min (*Chairman*)

Dr. CUI Hui

Mr. Duncan CHIU

Mr. LIU Zheng

Mr. Timothy CHEN Yung Cheng

Independent Non-executive Directors:

Mr. HE Ning

Mr. ZENG Zhijie

Dr. LEUNG Wing Yin

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