

The Stock Exchange takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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: 8216)

Extraordinary General Meeting held on 27 October 2006 – Poll Results

Reference is made to the circular of Chinasoft International Limited (the “Company”) dated 9 October 2006 in respect of continuing connected transactions (the “Circular”). Unless otherwise stated, terms used in this announcement shall have the same meanings as defined in the Circular. The poll results in respect of the resolutions proposed at the Extraordinary General Meeting (the “EGM”) of the Company held on 27 October 2006 are as follows:–

		No. of shares (including Ordinary Shares and Series A Preferred Shares) voted ^(Note) (Approximate %)	
		For	Against
(a)	To approve the Master Services Agreement and all transactions contemplated thereunder.	385,480,577 (comprising 385,480,577 Ordinary Shares) (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
(b)	To approve the maximum aggregate annual value of the transactions contemplated under the Master Services Agreement for each of the financial years ending 31 December 2011.	385,480,577 (comprising 385,480,577 Ordinary Shares) (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			
(c)	To authorise any one of the directors of the Company to do all such things to give effect to the Master Services Agreement and necessary for the implementation of all transactions contemplated thereunder.	385,480,577 (comprising 385,480,577 Ordinary Shares) (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution.			

Note: Pursuant to Article 3A.(5) of the Articles, holders of Series A Preferred Shares shall enjoy the same voting power as holders of Ordinary Shares and shall be entitled to vote on all matters required to be submitted for votes by all shareholders of the Company. Each holder of Series A Preferred Shares shall be entitled to the number of votes equal to the number of votes attaching to the number of Ordinary Shares into which such Series A Preferred Shares could be converted based on the applicable conversion price.

As at the date of the EGM, holders of the Series A Preferred Shares should have the right to convert one Series A Preferred Share into one Ordinary Share and thus were entitled to have one vote for each Series A Preferred Share.

As at the date of the EGM, the total number of issued shares of the Company comprised 755,620,755 Ordinary Shares and 194,500,000 Series A Preferred Shares. The total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the EGM comprised 755,620,755 Ordinary Shares and 97,250,000 Series A Preferred Shares. Microsoft is interested in the Master Services Agreement, and the Company confirmed that Microsoft and its associates, holding 97,250,000 Series A Preferred Shares, abstained from voting on the resolutions at the EGM. No Shareholder was required to vote only against the resolutions at the EGM.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer at the EGM for the purpose of vote-taking.

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

Hong Kong, 27 October 2006

As at the date of this announcement, the Directors 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. CHEN Yung Cheng Timothy
Mr. Duncan CHIU
Mr. LIU Zheng

Independent non-executive Directors:—

Mr. HE Ning
Mr. ZENG Zhijie
Dr. LEUNG Wing Yin

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. 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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least seven days from its date of publication.

** For identification purposes only*