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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 p.m. on November 29, 2010 at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen’s Road Central, Hong Kong for the following purposes of considering and, if thought fit, passing with or without modification the following resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the Share Purchase Agreement (as defined in the circular to the shareholders of the Company dated November 12, 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 authorised;
- (b) the allotment and issue by the Company of the maximum number of Consideration Shares (as defined in the Circular) to the Selling Shareholders (as defined in the Circular) as part of the consideration under the Share Purchase Agreement be and is hereby approved; and
- (c) any director of the Company be and is 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 he may in his absolute discretion consider necessary or appropriate to give effect to or in connection with the Share Purchase Agreement or all transactions contemplated thereunder.”

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

November 12, 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 November 25, 2010 to November 29, 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 November 24, 2010.

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:

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*