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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 Monday, 12 March 2012 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 IT outsourcing agreement (the “**Huawei IT Outsourcing Agreement**”) dated 30 January 2012 and entered into between (i) the Company as the service provider and (ii) 華為技術有限公司 (Huawei Technology Company Limited\*) as customer in relation to provision of IT outsourcing service (copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereby; and
- (b) the Annual Caps (as defined in the circular (“**Circular**”) of the Company dated 17 February 2012) for the transactions contemplated under the Huawei IT Outsourcing Agreement for the period from the Effective Date (as defined in the Circular) up to and including 31 December 2014 as shown in the Circular,

\* For identification purpose only

be and they are hereby approved and that the Directors (or a duly authorized committee thereof) be and they are hereby authorised to take any step as they consider necessary, desirable or expedient in connection with the Huawei IT Outsourcing Agreement or the transactions contemplated thereby.”

Yours faithfully,  
For and on behalf of  
**Chinasoft International Limited**  
**Dr. Chen Yuhong**  
*Chairman and Chief Executive Officer*

17 February 2012, Hong Kong

*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(s), any one of such joint holder may vote, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders is 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 scheduled for holding the meeting (or adjourned meeting thereof). Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment if the members so desire.

- (5) The register of members of the Company will be closed from 8 March 2012 to 12 March 2012, both days inclusive, during which period no transfer of shares of the Company 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 7 March 2012.

As at the date of this announcement, the Board comprises:

**Executive Directors:**

Dr. CHEN Yuhong (*Chairman and Chief Executive Officer*), Dr. TANG Zhenming, Mr. WANG Hui, Mr. JIANG Xiaohai

**Non-executive Directors:**

Mr. ZHAO John Huan, Dr. ZHANG Yaqin, Dr. SONG Jun, Mr. LIN Sheng, Ms. SHEN Lipu

**Independent Non-executive Directors:**

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