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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)

VOTING RESULTS AT THE EXTRAORDINARY GENERAL MEETING HELD ON 22 JUNE, 2005

At the extraordinary general meeting of Chinasoft International Limited held on 22 June, 2005, an ordinary resolution proposed to approve (1) the Agreement for the Acquisition; (2) the issue of Consideration Shares; and (3) an authorisation to the Directors to do all things to give effect to the Agreement or for implementation of all transactions thereunder was duly passed by way of poll.

Results of the EGM

References are made to the announcement dated 9 May, 2005 and the circular issued by Chinasoft International Limited (the “Company”) to the Shareholders dated 6 June, 2005 (the “Circular”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the ordinary resolution (“Resolution”) to approve (1) the Agreement for the Acquisition; (2) the issue of Consideration Shares; and (3) an authorisation to the Directors to do all things to give effect to the Agreement or for implementation of all transactions thereunder was duly passed at the extraordinary general meeting of the Company held on 22 June, 2005.

* *For identification purpose only*

At the EGM, voting in respect of the Resolution was conducted by way of poll. As at 22 June 2005, the existing issued share capital of the Company was 697,500,000 Shares. The result of the voting taken on a poll at the EGM is as follows:

ORDINARY RESOLUTION	FOR	AGAINST
<p>To approve and/or confirm and ratify:</p> <p>(a) the agreement for the acquisition of 51% of the equity interest of 北京中軟資源信息技術服務有限公司 (Chinasoft Resources Information Technology Services Limited) between Chinasoft International (Hong Kong) Limited and China National Computer Software & Technology Service Corporation (Hong Kong) Limited dated 28 April, 2005;</p> <p>(b) the issue of a maximum number of 58,120,755 new ordinary shares of HK\$0.05 each by the Company as consideration pursuant to the Agreement; and</p> <p>(c) the authorisation to the Directors to do all things to give effect to the Agreement.</p>	<p>281,317,944 (100% of the votes cast)</p>	<p>Nil</p>

On the day of the EGM:—

- (i) there were 556,610,000 Shares entitling the holder to attend and vote for or against the Resolution at the EGM;
- (ii) there were no Shares entitling the holder to attend and vote only against the Resolution at the EGM;
- (iii) 281,317,944 Shares (about 40.33% of the total issued share capital of the Company) represented by votes for the Resolution.

As more than 50% of the votes cast at the EGM were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Shareholders at the EGM.

Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed by the Company as the scrutineer for the vote-taking at the EGM.

The Directors confirm that none of the Shareholders had stated any intention in the Circular to vote against the Resolution or to abstain from voting at the EGM.

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

Hong Kong, 22 June, 2005

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

Executive Directors:

Ms. Tang Min (*Chairman*)

Dr. Chen Yuhong

Mr. Cui Hui

Mr. Peng Jiang

Mr. Duncan Chiu

Non-executive Directors:

Mr. David Chiu

Mr. Liu Zheng

Dr. Chen Qiwei

Independent Non-executive Directors:

Mr. He Ning

Mr. Zeng Zhijie

Mr. Au Yeung Shiu Kau Peter

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.

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