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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 28 DECEMBER 2005

The Board is pleased to announce that at the EGM held on 28 December 2005, an ordinary resolution (the “**Ordinary Resolution**”) approving the increase of authorised share capital of the Company and special resolutions (the “**Special Resolutions**”) approving: (a) the adoption of the Re-stated Memorandum and Articles; (b) the issue by the Company of the Series A Preferred Shares pursuant to the terms of the Subscription Agreement, the Investors’ Rights Agreement and the relevant provision in the Re-stated Memorandum and Articles; and (c) the entering into the Commercial Agreement, as set forth in the notice of EGM contained in the circular dated 2 December 2005 (the “**Circular**”) issued by the Company to the Shareholders, were duly passed by way of poll.

Reference is made to the announcement of the Company dated 21 October 2005 and the Circular. Unless the context requires otherwise, the capitalized terms used in this announcement shall have the meanings as those defined in the Circular.

Results of the EGM

The Board is pleased to announce that the Ordinary Resolution and the Special Resolutions were duly passed at the EGM held on 28 December 2005.

The Ordinary Resolution was proposed at the EGM to approve that (a) upon the adoption of the Re-stated Memorandum and Articles by the Company, the authorised share capital of the Company is increased from HK\$75,000,000 divided into 1,500,000,000 Ordinary Shares to HK\$106,250,000 divided into 1,500,000,000 Ordinary Shares and 625,000,000 Series A Preferred Shares; and (b) the Directors are authorised to do all such acts and things to give effect to the issue of the Series A Preferred Shares.

* *For identification purpose only*

The Special Resolutions were proposed at the EGM to approve:–

- (1) the adoption of the Re-stated Memorandum and Articles to replace, in their respective entirety, the Memorandum and Articles with effect from the close of the EGM;
- (2) subject to the passing of the Ordinary Resolution and Special Resolution (1),
 - (a) the issue by the Company of the Series A Preferred Shares pursuant to the terms of the Subscription Agreement, the Investors' Rights Agreement and the relevant provision in the Re-stated Memorandum and Articles and the grant of anti-dilution rights to the holders of Series A Preferred Shares; and
 - (b) an authorisation to the Directors to do all such acts and things to give effect to the Subscription Agreement, the Investors' Rights Agreement and all such other agreements and documents for the purpose of issuing the Series A Preferred Shares; and
- (3) subject to the passing of the Ordinary Resolution and Special Resolutions (1) and (2),
 - (a) the entering into the Commercial Agreement which will constitute continuing connected transactions of the Company, together with the relevant annual caps of the amount of the transactions to be entered into by members of the Group thereunder; and
 - (b) an authorisation to the Directors to do all such acts and things to give effect to the Commercial Agreement in full compliance with its terms and applicable requirements under the GEM Listing Rules.

At the EGM, voting in respect of the Ordinary Resolution and the Special Resolutions was conducted by way of poll. As at 28 December 2005, the existing issued share capital of the Company was 732,372,453 Shares. The result of the voting taken by poll at the EGM is as follows:

ORDINARY RESOLUTION	Number of shares represented by votes (%)	
	FOR	AGAINST
To approve:– (a) upon the adoption of the Re-stated Memorandum and Articles by the Company, the authorised share capital of the Company is increased from HK\$75,000,000 divided into 1,500,000,000 Ordinary Shares to HK\$106,250,000 divided into 1,500,000,000 Ordinary Shares and 625,000,000 Series A Preferred Shares, with the respective rights and privileges, and subject to the restrictions, set forth in the Re-stated Memorandum and Articles; and (b) an authorisation to the Directors to do all such acts and things to give effect to the issue of the Series A Preferred Shares.	590,464,447 (98.83% of the votes cast)	7,017,838 (1.17% of the votes cast)

SPECIAL RESOLUTIONS	Number of shares represented by votes (%)	
	FOR	AGAINST
To approve:–		
(1) the adoption of the Re-stated Memorandum and Articles to replace, in their respective entirety, the Memorandum and Articles with effect from the close of the EGM;	590,464,447 (98.83% of the votes cast)	7,017,838 (1.17% of the votes cast)
(2) subject to the passing of the Ordinary Resolution and the Special Resolution (1),	590,464,447 (98.83% of the votes cast)	7,017,838 (1.17% of the votes cast)
(a) the issue by the Company of the Series A Preferred Shares pursuant to the terms of the Subscription Agreement, the Investors' Rights Agreement and the relevant provision in the Re-stated Memorandum and Articles and, in particular, the grant of anti-dilution rights to the holders of the Series A Preferred Shares stated in the Re-stated Memorandum and Articles; and		
(b) an authorisation to the Directors to do all such acts and things to give effect to the Subscription Agreement, the Investors' Rights Agreement and all such other agreements and documents that are required to be executed for the purpose of issuing the Series A Preferred Shares;		
(3) subject to the passing of the Ordinary Resolution and the Special Resolutions (1) and (2),	590,464,447 (98.83% of the votes cast)	7,017,838 (1.17% of the votes cast)
(a) the entering into the Commercial Agreement which will constitute continuing connected transactions of the Company, together with the relevant annual caps of the amount of the transactions to be entered into by members of the Group thereunder; and		
(b) an authorisation to the Directors to do all such acts and things to give effect to the Commercial Agreement in full compliance with its terms and the applicable requirements under the GEM Listing Rules.		

On the day of the EGM:–

- (i) there were 732,372,453 Shares entitling the holder to attend and vote for or against the Ordinary Resolution at the EGM;
- (ii) there were 7,017,838 Shares entitling the holder to attend and vote only against the Ordinary Resolution at the EGM;

- (iii) 590,464,447 Shares (about 80.62% of the total issued share capital of the Company) represented by votes for the Ordinary Resolution;
- (iv) there were 732,372,453 Shares entitling the holder to attend and vote for or against the Special Resolutions at the EGM;
- (v) there were 7,017,838 Shares entitling the holder to attend and vote only against the Special Resolutions at the EGM;
- (vi) 590,464,447 Shares (about 80.62% of the total issued share capital of the Company) represented by votes for the Special Resolutions.

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

As more than 75% of the votes cast at the EGM were cast in favour of each of the Special Resolutions, the Special Resolutions were duly passed as special resolutions 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
Dr. Chen Yuhong
Managing Director

Hong Kong, 28 December 2005

The Board as at the date of this announcement comprises the following:

Executive Directors:

Madam TANG Min (*Chairman*)

Dr. CHEN Yuhong (*Managing Director*)

Mr. CUI Hui

Mr. Duncan CHIU

Mr. PENG Jiang

Dr. TANG Zhenming

Mr. WANG Hui

Non-executive Directors:

Mr. David CHIU

Mr. LIU Zheng

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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