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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 3 AUGUST, 2004

At the extraordinary general meeting of Chinasoft International Limited held on 3 August, 2004, an ordinary resolution proposed to approve the (1) the Agreement for the Acquisition; (2) the issue of Consideration Shares; and (3) the authorisation to the Directors to do all things to give effect to the Agreement was duly passed by way of poll.

Results of the EGM

References are made to the announcement dated 24 June, 2004 and the circular issued by Chinasoft International Limited (the “Company”) to the Shareholders dated 16 July, 2004 (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) the authorisation to the Directors to do all things to give effect to the Agreement was duly passed at the extraordinary general meeting (the “EGM”) held on 3 August, 2004.

* *For identification purpose only*

At the EGM, voting in respect of the Resolution was conducted by way of poll. As at 3 August, 2004, the existing issued share capital of the Company was 640,000,000 Shares. The result of the voting taken on a poll at the EGM is as follows:

| ORDINARY RESOLUTION | FOR | AGAINST |
|---|--|----------------|
| To approve and/or confirm and ratify: (a) the agreement for the acquisition of 15% of the equity interest of 北京中軟國際信息技術有限公司 (Beijing Chinasoft International Information Tech. Ltd.) between Chinasoft International (Hong Kong) Limited and China National Computer Software & Technology Service Corporation (Hong Kong) Limited dated 24 June, 2004; (b) the issue of 57,500,000 new Shares by the Company as consideration pursuant to the Agreement; and (c) the authorisation to the Directors to do all things to give effect to the Agreement. | 448,705,142 (100% of the votes cast) | Nil |

- (i) there were 640,000,000 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) 448,705,142 Shares (about 70% of the total issued share capital of the Company) represented by votes for the Resolution.

As more than 50% of the votes 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 confirmed 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
Director

Hong Kong, 3 August, 2004

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

Executive Directors:

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

This announcement includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after and careful consideration and there are no other facts not contained in the announcement, the omission of which would make any statement herein misleading.