

The Stock Exchange of Hong Kong Limited takes no responsibility for the content of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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: 8216)

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 3:30 p.m. on 9 July 2007 at Units 4607-08, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong for the purpose of considering and, if though fit, passing the following resolutions, with or without amendment, as ordinary resolutions of the Company:–

ORDINARY RESOLUTIONS

“THAT

- (a) the share sale and purchase agreement (the “**Agreement**”) dated 2 January 2007 entered into among Chinasoft International Limited (“the **Company**”), Hinge Global Resource Inc. (“**HGR**”) and the shareholders of HGR named therein (the “**Selling Shareholders**”), 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;
- (b) the agreement (the “**Supplemental Agreement**”) dated 2 January 2007 entered into among the Company, HGR and the shareholders of HGR named therein, a copy of which has been produced at the EGM and marked “**B**” and initialled by the chairman of the EGM for identification purpose and the transactions contemplated thereunder be and are hereby approved;
- (c) the issue and allotment by the Company of a maximum number of 306,087,566 ordinary shares of HK\$0.05 each in the share capital of the Company to the Selling Shareholders as part of the consideration under the Agreement be and is hereby approved; and

(d) the directors of the Company be and are 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 they may in their absolute discretion consider necessary or appropriate to give effect to or in connection with the Agreement, the Supplemental Agreement or all transactions contemplated thereunder.”

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

Executive Directors:–

Dr. CHEN Yuhong (*Managing Director*)

Dr. TANG Zhenming

Mr. WANG Hui

Non-executive Directors:–

Mr. SU Zhenming (*Chairman*)

Dr. CUI Hui

Mr. CHEN Yung Cheng Timothy

Mr. Duncan CHIU

Mr. LIU Zheng

Independent non-executive Directors:–

Mr. HE Ning

Mr. ZENG Zhijie

Dr. LEUNG Wing Yin

Hong Kong, 13 June 2007

Notes:

- (1) Any member entitled to attend and vote at the EGM shall be entitled to appoint a proxy to attend and vote at the EGM. A proxy need not be a shareholder 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 the EGM 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 all other joint holders of the share. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

- (3) A form of proxy for use at the EGM is enclosed. In order to be valid, the enclosed form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the principal place of business of the Company in Hong Kong at Units 4607-08, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for holding the EGM or adjourned meeting. Completion and return of the enclosed form of proxy will not preclude members from attending and voting in person at the EGM.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least seven days from its date of publication.

** For identification purposes only*