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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)**

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 18 NOVEMBER 2010**

Reference is made to the notice of the extraordinary general meeting (the “EGM”) of Chinasoft International Limited (the “Company”) dated 1 November 2010 (the “Notice of EGM”) and the circular of the Company dated 1 November 2010 (the “Circular”). Unless otherwise stated, capitalized terms used herein shall have the same meaning as those defined in the Circular.

**POLL RESULTS OF THE EGM**

The board of the directors of the Company (the “Board”) is pleased to announce that all the ordinary resolutions proposed at the EGM were approved by the shareholders of the Company by poll at the EGM. The poll results in respect of the ordinary resolutions proposed at the EGM were as follows:

| <b>ORDINARY RESOLUTIONS*</b>                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Number of votes cast<br/>and percentage of total<br/>number of votes cast (%)</b> |                |
|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|----------------|
|                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>For</b>                                                                           | <b>Against</b> |
| 1.                                                                                               | the authorised share capital of the Company be and is hereby increased from HK\$106,250,000 divided into 1,500,000,000 ordinary shares of HK\$0.05 each and 625,000,000 redeemable convertible preferred shares of HK\$0.05 each divided into 225,000,000 Series A-1 Preferred Shares of HK\$0.05 each, 200,000,000 Series A-2 Preferred Shares of HK\$0.05 each and 200,000,000 Series A-3 Preferred Shares of HK\$0.05 each to HK\$131,250,000 divided into 2,000,000,000 ordinary shares of HK\$0.05 each and 625,000,000 redeemable convertible preferred shares of HK\$0.05 each divided into 225,000,000 Series A-1 Preferred Shares of HK\$0.05 each, 200,000,000 Series A-2 Preferred Shares of HK\$0.05 each and 200,000,000 Series A-3 Preferred Shares of HK\$0.05 each. | 450,731,906<br>(100%)                                                                | 0<br>(0%)      |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was carried. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                      |                |

| ORDINARY RESOLUTIONS* |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Number of votes cast and percentage of total number of votes cast (%) |           |
|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------|
|                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | For                                                                   | Against   |
| 2(a).                 | the Subscription Agreement (as defined in the circular to the shareholders of the Company dated 1 November 2010 (the “Circular”)), 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, confirmed and ratified; and that the directors of the Company are hereby authorized to perform the obligations of the Company under the Subscription Agreement to consummate the transactions contemplated under the Subscription Agreement; | 450,731,906<br>(100%)                                                 | 0<br>(0%) |
|                       | As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                       |           |
| 2(b).                 | the issue of the Convertible Notes (as defined in the Circular) in accordance with the Subscription Agreement be and is hereby approved;                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 450,731,906<br>(100%)                                                 | 0<br>(0%) |
|                       | As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                       |           |
| 2(c).                 | the issue and allotment by the Company of the Conversion Shares (as defined in the Circular) as contemplated under the Subscription Agreement be and is hereby approved; and                                                                                                                                                                                                                                                                                                                                                                                                              | 450,731,906<br>(100%)                                                 | 0<br>(0%) |
|                       | As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                       |           |
| 2(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 Subscription Agreement and all transactions contemplated thereunder.                                                                                                                                                                                | 450,731,906<br>(100%)                                                 | 0<br>(0%) |
|                       | As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                       |           |

\* *The full text of the ordinary resolutions was set out in the Notice of EGM.*

As at the date of the EGM, a total of 1,099,168,314 Shares and 164,500,000 Series A Preferred Shares of the Company are in issue. The total number of Shares and Series A Preferred Shares entitling the holders to attend and vote for or against the ordinary resolutions at the EGM is 1,099,168,314 Shares and 164,500,000 Series A Preferred Shares, respectively. None of these 1,099,168,314 Shares and 164,500,000 Series A Preferred Shares were the Shares and Series A Preferred Shares entitling the holders to attend and vote only against the ordinary resolutions at the EGM, respectively.

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

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

Hong Kong, 18 November 2010

*As at the date of this announcement, the Directors are as follows:*

*Executive Directors:*

Dr. CHEN Yuhong (Managing Director), Dr. TANG Zhenming, Mr. WANG Hui

*Non-executive Directors:*

Dr. CUI Hui (Chairman), Mr. Duncan CHIU, Mr. FANG Jun, Mr. LIU Zheng,  
Dr. ZHANG Yaqin

*Independent Non-executive Directors:*

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

\* *For identification purposes only*