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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)

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 3:00 p.m. on Thursday, 10 December 2015 at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen’s Road Central, Hong Kong for the purposes of considering and, if thought fit, passing with or without modification the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the acquisition of the 40% equity interest in Chinasoft International Technology Service Co., Ltd.* (中軟國際科技服務有限公司), a joint venture established in the People’s Republic of China, which is owned as to 60% and 40% by Chinasoft International (China) Technology Co., Ltd.* (中軟國際(中國)科技有限公司) (“**CSI (China)**”), a wholly-owned subsidiary of the Company and Huawei Technologies Co., Limited* (華為技術有限公司) (“**Huawei**”), respectively as at the date of this notice, by the Company from Huawei, as set out in the subscription and acquisition agreement dated 26 October 2015 (the “**Subscription and Acquisition Agreement**”) entered into between the Company, Huawei and CSI (China) a copy of the Subscription and Acquisition Agreement and signed by the chairman of the EGM for identification purpose has been tabled at the meeting, and the execution thereof and implementation of all transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* *For identification purposes only*

- (b) any directors of the Company be and is hereby authorized to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or to do all such acts on behalf of the Company as he may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Acquisition and transactions contemplated thereunder.”

2. “**THAT:**

Subject to passing of the ordinary resolution no. 1 above:

- (a) the subscription of 85,109,515 new ordinary shares of HK\$0.05 each in the share capital of the Company (the “**Subscription Shares**”) at a subscription price of HK\$2.80 per Subscription Share to be subscribed by Huawei (the “**Subscription**”); as set out in the Subscription and Acquisition Agreement, a copy of the Subscription and Acquisition Agreement and signed by the chairman of the EGM for identification purpose has been tabled at the meeting, and the execution thereof and implementation of all transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) subject to the fulfillment of the conditions precedent to the Subscription as set out in the Subscription and Acquisition Agreement, the allotment and issue of the 85,109,515 Subscription Shares be and is hereby approved;
- (c) any directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Subscription Shares pursuant to the terms and conditions of the Subscription and Acquisition Agreement, the Subscription Shares shall rank *pari passu* in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (d) any directors of the Company be and is hereby authorized to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or to do all such acts on behalf of the Company as he may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Subscription and transactions contemplated thereunder.”

By order of the Board
CHINASOFT INTERNATIONAL LIMITED
CHEN Yuhong
Chairman and Chief Executive Officer

23 November 2015

Registered Office:

Cricket Square,
Hutchins Drive, P.O. Box 2681,
Grand Cayman, KY1-1111,
Cayman Islands

Principal Place of Business in Hong Kong:

Units 4607-8, 46th Floor,
COSCO Tower,
No. 183 Queen's Road Central,
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and to vote instead of him. A proxy need not be a member 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 any meeting 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 the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. A form of proxy for use at the meeting is enclosed.
4. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or the principal place of business of the Company in Hong Kong at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment if the members so desire.
5. The register of members of the Company will be closed from Tuesday, 8 December 2015 to Thursday, 10 December 2015, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the meeting (or any adjournment thereof), all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 7 December 2015.

As at the date of this notice, the Board comprises three executive Directors, namely Dr. Chen Yuhong, Dr. Tang Zhenming and Mr. Wang Hui, one non-executive Director, namely Dr. Zhang Yaqin, and three independent non-executive Directors, namely Mr. Zeng Zhijie, Dr. Leung Wing Yin Patrick and Dr. Lai Guanrong.