THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If a a a ec ab hi ci c la a he ac i be ake , h ld c l lice ed ec i ie deale , ba k a age , lici , fe i al acc a he fe i al ad i e .

If all ha e i **C f I L** , h ld a ce ha d hi ci c la , ge he i h he e cl ed f f x , he cha e he a fe ee he ba k, he lice ed ec i ie deale he age h gh h he ale a effec ed f a i i he cha e he a fe ee.

H g K g Excha ge a d Clea i g Li i ed a d The S ck Excha ge f H g K g Li i ed ake e ibili f he c e f hi ci c la , ake e e a i a i acc ac c le e e a d ex e l di clai a liabili ha e e f a l h e e a i i g f i elia ce he h le a a f he c e f hi ci c la .

CHINASOFT INTERNATIONAL LIMITED
中軟國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(S C : 354)

NOTICE OF ANNUAL GENERAL MEETING
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
AND
RE-ELECTION OF RETIRING DIRECTORS

A ice c e i g he a al ge e al ee i g (he A al Ge e al Mee i g) f Chi a f I e a i al Li i ed (he C a) be held a U i 4607-8, 46 h Fl , COSCO T e , N .183 Q ee ' R ad Ce al, H g K g a 3:30 . . F ida , 18 Ma 2012 i c ai ed i hi ci c la . Whe he a e able a e d ch ee i g, lea e c le e a d e he f f x e cl ed he e i h i acc da ce i h he i c i i ed he e he C a ' b a ch ha e egi a i H g K g, C e ha e H g K g I e Se ice Li i ed a R 1712-1716, 17 h Fl , H e ell Ce e, 183 Q ee ' R ad Ea , Wa chai, H g K g he i ci al lace f b i e f he C a i H g K g a U i 4607-8, 46 h Fl , COSCO T e , N . 183 Q ee ' R ad Ce al, H g K g, a a ible a d i a e e le ha 48 h bef e he i e a i ed f h ldi g he A al Ge e al Mee i g a adj e he e f. C le i a d e f he f f x ill ecl de f a e di g a d i g a he A al Ge e al Mee i g a adj e he e f (a he ca e a be) h ld ih.

* *For identification purpose only*

13 A il 2012

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

AGM	the a al ge e al ee ti g f the C a t be held at U it 4607-8, 46th Fl , COSCO T w e , N .183 Q ee ' R ad Ce t al, H g K g F ida , 18 Ma 2012 at 3:30 . .;
AGM N tice	the tice f c e i g the AGM a e t t age 18 t 22 f thi ci c la ;
A ticle f A ciati	the a ticle f a ciati f the C a a a be a e ded f ti e t ti e;
B a d	the b a d f Di ect f the C a f the ti e bei g;
C a	Chi a f t I te ati al Li ti ed (St ck C de: 354), a c a i c ated i the Ca a I la d wi h li ti ed liabili t , the Sha e f which a e li t ed the ai b a d f the St ck Excha ge;
CS&S(HK)	Chi a Nati al C te S f t w a e & I f ati Tech l g Se ice C ati (H g K g) Li ti ed, a c a i c ated i H g K g a d a wh ll - w ed b idia f CNSS;
CNSS	Chi a Nati al S f t w a e & Se ice C a Li ti ed（中國軟件與技術服務股份有限公司）, a j i t t ck li ti ed c a e tabli hed i the PRC wh e A ha e a e li ted the Sha ghai St ck Excha ge (600536SH) a d the h ldi g c a f CS&S(HK);
Di ect	di ect f the C a f the ti e bei g;
G	the C a a d i t b idia ie ;
H g K g	the H g K g S ecial Ad i i t ati e Regi f the PRC;
Late t P act icable Date	6 A il 2012 bei g the late t act icable da te i t the i ti g f thi ci c la f a ce tai i g ce tai i f ati c tai ed he ei ;
Li ti g R le	R le G e i g the Li ti g f Sec i ti e the St ck Excha ge;

DEFINITIONS

Sha eh lde ( )	h lde ( ) f Sha e( );
St ck Excha ge	The St ck Excha ge f H g K g Li ited;
Take e C de	The H g K g C de Take e a d Me ge ; a d
HK$	H g K g d lla , the la fw l c e c f H g K g.

中软国际

CHINASOFT INTERNATIONAL LIMITED

中軟國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(S C : 354)

Executive Directors:
D . Che Y h g *(Chairman and Chief Executive Officer)*
D . Ta g Zhe i g
M . Wa g H i
M . Jia g Xia Hai

Registered Office:
Ce t Ya d, C icke t S a e,
H t chi D i e, P.O. B x 2681,
Ge ge T , G a d Ca a KY1-1111,
Ca a I la d ,
B i t i h We t I die

Non-Executive Directors:
M . Zha J h H a
D . Zha g Ya i
M . S g J
M . Li She g
M . She Li

Principal place of business in Hong Kong:
U i t 4607-8, 46 t h Fl ,
COSCO T e ,
N .183 Q ee ' R ad Ce t al,
H g K g

Independent Non-Executive Directors:
M . Ze g Zhijie
D . Le g Wi g Yi Pa t ick
M . X Ze ha

13 A il 2012

To the Shareholders

Dea Si Mada ,

NOTICE OF ANNUAL GENERAL MEETING
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
AND
RE-ELECTION OF RETIRING DIRECTORS

1. INTRODUCTION

A t t he AGM t be held F ida , 18 Ma 2012, t he O di a Re l t i ill be ed, a g t he t hi g , t g a t t t he Di ec t ge e al a da t e t all t , i e a d deal i t h e Sha e a d e cha e t he Sha e , t a e t he Re-elec t i f Re t i i g Di ec t a d t ef e h t he Sche e Ma da t e Li i t .

* *For identification purpose only*

The e f thi ci c la i t gi e the AGM N tice, t ide wit h i f at i egadi g, the Sha e I e Ma date, the Re cha e Ma date, the efe h e t f the Scheme Ma date Li it a d i f at i the e i ti g Di ect t be e-elected, a well a t eek a al f the O di a Re l ti elati g t the e a te at the AGM.

2. GENERAL MANDATES

At the AGM, e a ate di a e l ti will be ed t efe h the ge e al a date gi e t the Di ect (i) t all t, i e a d the i e deal wit h Sha e t exceedi g 20% f the agg egate i al a t f the i ed Sha e a at the date f a i g f the e l ti ; (ii) t exe ci e all we f the C a t e cha e i ed a d f ll aid Sha e t a axi f 10% f the agg egate i al a t f the i ed Sha e a at the date f a i g f the e l ti ; (iii) t ext e d the ge e al a date g a ted t the Di ect t all t, i e a d deal wit h addit i al Sha e a e t i ed i a ag a h (i) ab e b the a t e e e ti g the agg egat e i al a t f the ha e ca it al f the C a e cha ed b the C a de the ge e al a date g a ted t the Di ect a e t i ed i a ag a h (ii) ab e. The Sha e I e Ma date a d the Re cha e Ma date will be alid f the date f a i g f the ele a t e l ti a i g the a e t the ea lie t f (a) the date f the ext a al ge e al ee t i g f the C a ; (b) the date b which the ext a al ge e al ee t i g f the C a i e i ed t be held b la w b it a t icle f a t cia t i ; (c) the date which ch a th i t i e ked a ied b a di a e l t i f the ha eh lde i a ge e al ee t i g f the C a . The exi t i g ge e al a date t i e a d e cha e Sha e g a t ed t the Di ect a t t the di a e l t i a ed b the Sha eh lde a t the a al ge e al ee t i g held 18 Ma 2011 will ex i e a t the AGM.

A a t the Lat e t P act icable Dat e, the i ed ha e ca it al f the C a c i ed 1,632,928,659 Sha e . A i g i e f e w Sha e e cha e f Sha e b the C a f the Lat e t P act icable Dat e t a d i cl di g the dat e f the AGM, the Sha e I e Ma dat e will a t h ize the Di ect t i e a d all t 326,585,731 e w Sha e .

A ex la at a t e e t c t ai i g all ele a t i f at i elat i g t the ed Re cha e Ma dat e i e t i A e dix I t hi ci c la . The i f at i i the ex la a t a t e e t ide wit h i f at i ea abl ece a t e able t ake a i f ed deci i whe the t e f agai t the e l t i t g a t t the Di ect t the Re cha e Ma dat e.

3. REFRESHMENT OF THE EXISTING SCHEME MANDATE LIMIT

The C a ad t ed the Sha e O t i Sche e a ed b wa f w itt e e l t i f the C a 2 J e, 2003. U de the le f the Sha e O t i Sche e:

(i) the be f Sha e bject t O t i t hat a be g a t ed hall t exceed 10% f the Sha e i i e a t the dat e f a al f the Sha e O t i Sche e f the efe h e t f the Sche e Ma dat e Li it ;

(ii) the C a a eek Sha eh lde ' a al t ef e h the Sche e Ma date Li it. H we e , the Sche e Ma date Li it a ef e hed hall t exceed 10% f the Sha e i i e a a the date f the af e aid Sha eh lde ' a al. O ti e i l g a ted de the Sha e O ti Sche e a d the ha e ti che e f the C a (i cl di g th e t ta di g, ca celled, la ed i acc da ce wi h the che e exe ci ed ti) will t be c ted f the e f calc lati g the Sche e Ma date Li it a ef e hed. A ci c la t be e t t Sha eh lde i c ecti with the eeti g a which thei a al will be ght;

(iii) the C a a eek e a a te a al f the Sha eh lde i ge e al eeti g t g a t O ti be d the Sche e Ma date Li it t a tici a t ecificall ide tified b the C a bef e the af e aid Sha eh lde ' eeti g whe e ch a al i ght; a d

(i) the e all li it the be f Sha e which a be i ed t the exe ci e f all t ta di g O ti g a ted a d e t be exe ci ed de the Sha e O ti Sche e a d a the ha e ti che e f the C a t t i agg egate exceed 30% f the t tal be f Sha e i i e f ti e t i e.

After ef e h e t f the Sche e Ma date Li it a a ed b the Sha eh lde a t la t ea ' a al ge e al eeti g f the C a held 18 Ma 2011, O ti we e g a ted de the Sha e O ti Sche e. A ch, 72,234,125 O ti a be g a ted de the Sha e O ti Sche e bef e the e e wal f the Sche e Ma date Li it.

A a t the La te t P ac ticable Date, a t tal f 201,645,600 O ti , e e e ti g 12.35% f the i ed ha e ca ital f the C a , had bee g a ted t a tici a t which e ai ed t ta di g i ce the date f ad ti f the Sha e O ti Sche e. Of the e t ta di g O ti , 1,200,000 O ti we e g a ted t M . Wa g H i, 4,180,000 O ti we e g a ted t D . Ta g Zhe i g a d 450,000 O ti had bee g a ted t M . Zhe Zhijie (all bei g Di ec t). The e ai i g 195,815,600 O ti we e g a ted t the a tici a t f the Sha e O ti Sche e.

A the C a had i c ea ed i t t tal be f i ed Sha e i ce the date f a al b the Sha eh lde f the Sche e Ma date Li it, a ef e h e t f the Sche e Ma date Li it w ld i c ea e the t tal be f ti that the Di ec t a g a t de the Sha e O ti Sche e. The Di ec t c ide that the C a h ld ef e h the Sche e Ma date Li it that the C a ca ha e e flexibility t ide i ce ti e t a tici a t f the Sha e O ti Sche e b wa f g a ti g O ti t the . If the ef e h e t f the Sche e Ma date Li it i a ed a t the AGM, ba ed the 1,632,928,659 Sha e i i e a a t the La te t P ac ticable Date a d a i g we Sha e a e i ed a d Sha e a e e cha ed afte the La te t P ac ticable Date a d t the date f the AGM, the Di ec t will be a th i ed t g a t O ti t b c ibe f a t tal f 163,292,865 Sha e , e e e ti g a xi ate l 10% f the i ed di a ha e ca ital f the C a a a t the date f the AGM. Acc di gl , the B a d e t ef e h the Sche e Ma date Li it t the effec t that the axi be f Sha e which a be i ed exe ci e f all the O ti t be g a ted de the Sche e Ma date Li it a ef e hed will be 163,292,865 Sha e (a i g f the i e e cha e f Sha e i t the AGM), e e e ti g a xi ate l 10% f the i ed ha e ca ital f the C a a a t the date f the a al f the ef e h e t f the Sche e Ma date Li it b the Sha eh lde a t the AGM. A a t the La te t P ac ticable Date, the C a ha t ad ted a ha e ti che e the tha the Sha e O ti Sche e.

The ed ef e h e t f t he Sche e Ma da t e Li t i t w ill be c di t i al t he Li t i g C tt i ee f t he S t ck Excha ge g a t i t g t he li t i g f, a d t he e i i t deal i , ch be f Sha e , e e e t i g 10% f t he Sha e i i e a tt a t he da t e f AGM, w hich a fall t be all tt ed a d i ed t a t t he exe ci e f O t i w hich a be g a t ed de t he Sha e O t i Sche e t t he ef e hed Sche e Ma da t e Li t i .

A lica t i w ill be ade t t he S t ck Excha ge f g a t i t g t he li t i g f, a d t he e i i t deal i , t he 163,292,865 Sha e , e e e t i g 10% f t he i ed ha e ca t i al f t he C a a tt a t he La t e t P ac t icable Da t e a d a i g e Sha e a e i ed a d Sha e a e e cha e af t e t he La t e t P ac t icable Da t e a d t t he da t e f AGM, be i ed a tt t he exe ci e f t he O t i w hich a be g a t ed de t he Sha e O t i Sche e t t he ef e hed Sche e Ma da t e Li t i .

The Di ec t c ide t ha t t he ef e h e t f t he Sche e Ma da t e Li t i t i i t he i t e e t f t he G a d t he Sha eh lde a a w h le beca e i t w ill e ha ce t he abili t f t he C a t e a d a d t i t a t e i t e l ee a d t he elec t ed a t ici a t de t he Sha e O t i Sche e. The ef e h e t f t he Sche e Ma da t e Li t i t i i li e w i t h e f t he Sha e O t i Sche e.

A di a e l t i , a ecial b i e , w ill be ed a tt t he f t hc i g AGM t a e t he ef e h e t f t he exi t i g Sche e Ma da t e Li t i t i t he t e a e t t i Re l t i .8 f t he AGM N t ice. I de t ha t t he C a c ld c t i e t g a t O t i t elec t ed a t ici a t a i ce t i e w e a d f t hei c t ib t i t t t he C a , t he Di ec t ec e d t ha t Sha eh lde t t e i fa f t hi e l t i .

4. RE-ELECTION OF RETIRING DIRECTORS

The B a d c t e l c t i t w f el e Di ec t i cl di g f exec t i e Di ec t , fi e -exec t i e Di ec t a d t h ee i de e de t -exec t i e Di ec t .

P a tt t he A t icle f A cia t i , a t each a al ge e al ee t i g e- t hi d f t he Di ec t f t he t i e bei g, t he be ea e tt b t t le t ha e- t hi d hall t e i e f ffice b t a t i a d hall be eligible f e-elec t i . The Di ec t t e t i e hall i cl de a Di ec t w h w i he t e t i e a d tt ffe hi elf f e-elec t i . A f t he Di ec t t t e t i e hall be t h w e f t he t he Di ec t bjec tt t e i e e t b tt a i w h ha e bee l ge t i ffice i ce t hei la t e-elec t i a t i e t .

Acc di g t t he A t icle f A cia t i , D . Che Y h g, D . Ta g Zhe i g, D . Zha g Ya i a d D . Le g Wi g Yi Pa t ick w h ha e bee l ge t i ffice i ce t hei la t e-elec t i a t i e t , hall t e t i e b tt a i tt a t he AGM a d a e eligible f e-elec t i .

I addi t i , a tt t t he A t icle f A cia t i , M . Zha J h H a a d M . Li She g, w h w e e a t i ed a e w Di ec t b t he B a d 29 J l 2011, w ill h ld ffice t il t he AGM. All f t he w ill t e t i e a tt t he AGM a d a e eligible f e-elec t i .

B ief bi g a t hical de t ail f t he ab e t e t i i g Di ec t ed t be e-elec t ed a tt t he AGM a e t e t i A e dix II t t hi ci c la .

5. ANNUAL GENERAL MEETING

Set t age 18 t 22 i thi ci c la i the AGM N tice c tai i g the O di a Re l ti t be ed at the AGM t , a g the thi g , g a ttthe Di ect the Re cha e Ma date, the Sha e I e Ma date, the ext e i f the Sha e I e Ma date, t a e the ef e h e t f the Sche e Ma date Li ti a d the Re-electi f Reti i g Di ect .

6. ACTION TO BE TAKEN

A x f f e atthe AGM i di atched t with thi ci c la . Whethe t i te d t atted the AGM, a e e eted c lete the x f a d e t i ttthe C a ' b a ch ha e egi t a i H g K g, C e ha e H g K g I e t Se ice Litited at R 1712-1716, 17th Fl , H e well Cent e, 183 Q ee ' R ad Eat, Wa chai, H g K g the i ci al lace f b i e f the C w a at Uti 4607-8, 46th Fl , COSCO T we, N . 183 Q ee ' R ad Cet al, H g K g a a ible a d i a e et t le tha 48 h w bef e the ti e a tited f the h ldi g f the AGM. C leti a d et f the f f x will t ecl de f atte di g a d t i g i e atthe AGM.

7. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

P a ttthe Aticle 66 f the Aticle f A ciati , at a ge e al eeti g a e l ti tt the te f the eeti g hall be decided a h w f ha d le a ll i (bef e the decla ati f the e lt f the h w f ha d the withdawal f a the de a d f a ll) de a ded:

(a) b the chai a f ch eeti g;

(b) b at leatth ee Sha eh lde e et i e i the ca e f a e be f the C a bei g a c tai i b ti d l a th i ed e e ettai e b x f the ti e bei g etti led t te atthe eeti g;

(c) b a Sha eh lde Sha eh lde e et i e i the ca e f a Sha eh lde bei g a c tai i b ti d l a th i ed e e ettai e b x a d e e eti g t le tha t e-teth f the ttal ti g ight f all the Sha eh lde ha i g the ightt te atthe eeti g;

(d) b a Sha eh lde Sha eh lde e et i e i the ca e f a Sha eh lde bei g a c tai i b ti d l a th i ed e e ettai e b x a d h ldi g ha e i the C a c fe i g a ightt te atthe eeti g bei g ha e which a aggegate ha bee aid e al t t le tha t e-teth f the ttal aid all the ha e c fe i g that ight.

I acc da ce with the e i e et f the Liti g R le , the chai a f the AGM will de a d that ti g all e lti et ti the AGM Ntice, i cl di g the O di a Re lti , be decided b ll.

8. RESPONSIBILITY STATEMENT

Thi ci c la , f whi ch the Di ec t c llec t i el a d i di id all acce t f ll e ibili t , i cl de a t ic la gi e i c lia ce w ith the Li t i g R le f the e f gi i g i f a t i w ith ega d t the C a . The Di ec t , ha i g ade all ea able e i ie , c fi ha t he be t f t hei k w ledge a d belief t he i f a t i c t ai ed i t hi ci c la i acc a t e a d c le t e i all a t e ial e ec t a d t i leadi g dece t i e, a d t he e a e t he a t t e t he i i f w hich w ld ake a t a t e e t he ei t hi ci c la i leadi g.

9. RECOMMENDATION

The Di ec t belie e t ha t t he Sha e I e Ma da t e, t he Re cha e Ma da t e, t he ex t e i f t he Sha e I e Ma da t e, t he ef e h e t f t he Sche e Ma da t e Li t i a d Re-elec t i f Re t i i g Di ec t a d all t he e l t i e t t i t he AGM N t ice a e all i t he be t i t e e t f t he C a a d i t Sha eh lde a a w h le. Acc di gl , t he Di ec t ec e d t ha t t e i fa f each f t he O di a Re l t i e t t i t he AGM N t ice.

Y fai t hf ll ,
B O de f t he B a d
C ... f I ... L ...
D . C ... Y ...
(Chairman and Chief Executive Officer)

Thi a e dix e e a a ex la at t a e e t, a e i ed de the Sha e B back R le , t ide i f ati t the Sha eh lde wi h ega d t the Re cha e Ma date t e able the t ake a i f ed deci i t wha t he he t t e i fa f the Re cha e Ma date.

1. SHARE CAPITAL

A t a t he La t e t P ac t icable Da te, t he e we e i t t al a agg ega t e be f 1,632,928,659 Sha e i i e. A t a t he a e da te, i t b c ibe f 201,645,600 Sha e had bee g a ted a d we e t t a di g de the Sha e O t i Sche e.

S bjec t t t he a i g f the O di a Re l t i .6 a d the ba i tha t f the Sha e a e i ed e cha ed i t t he AGM, the C a wld be all wed de the Re cha e Ma da t e e cha e a axi f 163,292,865 Sha e e e e t i g t e tha 10% f the i ed ha e ca t i al f the C a a t t he La t e t P ac t icable Da te.

2. REASONS FOR REPURCHASES

The Di ec t belie e t ha t i t i t i the be t i t e e t f the C a a d i t Sha eh lde t ha e a ge e al a t h i t f the Sha eh lde t e able the Di ec t t e cha e Sha e t he S t ck Exchange. S ch e cha e a , de e di g a ke t c di t i a d f di g a a ge e t a t t he t i t e, lead t a e ha ce e t f the e t a e t al e f the C a a d/ i t ea i g e Sha e a d wi ll l be ade whe t he Di ec t belie e t ha t ch e cha e a e be eficial t t he C a a d i t Sha eh lde .

3. FUNDING OF REPURCHASES

I e cha i g Sha e , the C a a l a l f d legall a ailable f ch e i acc da ce wi t h i t e a d f a cia t i a d A t icle f A cia t i a d the a licable la w a d eg la t i f the Ca a I la d . The C a ie La w (2004 Re i i) f the Ca a I la d w ide tha t Sha e a l be cha ed t f the fi t f the C a t f the ceed f a f e h i e f Sha e ade f the e i the a e ided f the ei t f ca t i al.

The Di ec t a t e e ha e t decided which ed ce f f di g i t be ed whe t he Re cha e Ma da te i exe ci ed.

The e igh t be a t a e ial ad e e effec t the w ki g ca t i al gea i g t i i f the C a (a c a ed wi t h t he i t i di cl ed i t he a di t ed c lida t ed acc t c t ai ed i t he a al e t f t he fi a cial ea e ded 31 Dece be 2011) i t he e e t t ha t t he Re cha e Ma da t e i exe ci ed i f ll a t a t i e d i g t he ed e cha e e i d. H we e , t he Di ec t d t e t exe ci e the Re cha e Ma da t e ch a ex t e t a w ld, i w t he ci c t a ce , ha e a a t e ial ad e e effec t t he w ki g ca t i al e t i e t t he gea i g le el f t he C a which i t he i i f t he Di ec t a e f t i t e t i e a t ia e f t he C a .

4. UNDERTAKING

The Di ect ha e de take t the S t ck Excha ge tha t, fa a the a e a be a licable, the w ill l exe ci e the Re cha e Ma date i acc da ce w ith the Li ti g R le , the e a d f a ciati i a d A ticle f A ciati a d the a licable la w f the Ca a I la d .

N e f the Di ect , t t he be t f thei k w ledge ha i g ade all ea able e i ie , a f thei a ciate (a defi ed i the Li ti g R le), ha e a e e t i e t i t ell a Sha e t the C a de the Re cha e Ma date if ch i a ed b Sha eh lde a d exe ci ed b the B a d.

N c ect ed e (a defi ed i the Li ti g R le) ha tified the C a tha t he i t ha a e e t i t e t i t ell Sha e t t he C a i t b idia ie , ha de take t t d , i the e e t tha t the Re cha e Ma date i a ed b the Sha eh lde a d exe ci ed b the B a d.

5. TAKEOVERS CODE

If a a e l t f a e cha e f Sha e , a Sha eh lde ' t i a e i t e e t i the t i g igh t f the C a i c ea e , ch i c ea e w ill be t ea t ed a a ac i t i t i f the e f the Take e C de. Acc di gl , a Sha eh lde a g w f Sha eh lde ac t i g i c ce t (w i t hi the ea i g de the Take e C de), de e di g t he i c ea e f the Sha eh lde ' i t e e t , c ld b t ai c t lida t e c t l f the C a a d bec e bliged t ake a a da t ge e al ffe i acc da ce w ith R le 26 a d 32 f the Take e C de.

A a t t he La t e t P ac t icable Da t e, Kee I igh t Li i t ed held 271,476,453 Sha e , CS&S(HK) held 50,315,173 Sha e a d D . Che Y h g w a i t e e t ed i 115,320,136 Sha e . Acc di gl , a a t t he La t e t P ac t icable Da t e, Kee I igh t Li i t ed w a i t e e t ed i a xi a t el 16.63% f t he t t al i ed Sha e , CS&S(HK) t ge t he w i t h a t ie ac t i g i c ce t w i t h i t w e e i t e e t ed i 165,635,309 Sha e (e e e t i g a xi a t el 10.14% f all t he i ed Sha e). T t he be t f k w ledge a d belief f t he C a , t he e , t ge t he w i t h hi /he a ciat e , a be eficiall i t e e t ed i Sha e e e e t i g 10% e f t he t t al i ed Sha e a f t he La t e t P ac t icable Da t e.

I t he e e t t ha t t he Di ec t exe ci e t he Re cha e Ma da t e i f ll, t he (if t he e e t ha eh ldi g t he w i e e ai ed t he a e) t he h ldi g f CS&S(HK) (t ge t he w i t h a t ie ac t i g i c ce t w i t h i t) a d Kee I igh t Li i t ed i t he t t al i ed ha e ca i t al f C a w ld be i c ea ed f a xi a t el 10.14% a d 16.63% t a xi a t el 11.27% a d 18.47% e ec t i el f t he t t al i ed ha e ca i t al f t he C a . The Di ec t a e t a w a e f a c e e ce w hich a a i e de t he Take e C de a a e l f a cha e ade de t he Re cha e Ma da t e. I t he e e t t ha t t he Re cha e Ma da t e i exe ci ed i f ll, t he be f Sha e held b t he blic w ld t fall bel w 25%, t he ele a t e c ibed i i e ce t age f t he Sha e i i e e i ed b t he S t ck Excha ge t be held b t he blic.

6. SHARE PRICES

The highe t a d l w e t ice a t w hich t he Sha e ha e bee t aded t he ai b a d f t he S t ck Excha ge i each f t he t w el e t h i t t he La t e t P ac t icable Da t e w e e a f ll w :

M	H	L
	(HK$)	(HK$)
2011		
A il	2.00	1.83
Ma	1.98	1.80
J e	2.69	1.98
J l	2.96	2.30
A g t	3.19	2.31
Se t e be	2.45	1.91
Oc t be	2.30	1.95
N e be	2.55	2.00
Dece be	2.32	1.98
2012		
Ja a	2.33	2.10
Feb a	2.55	2.21
Ma ch	2.49	2.20
A il (t t he La t e t P ac t icable Da t e)	2.45	2.29

7. SHARE REPURCHASE MADE BY THE COMPANY

The C a did t e cha ed a f i t Sha e (w he t he t he S t ck Excha ge t he w i e) i t he ix t h ecedi g t he La t e t P ac t icable Da t e.

The f ll i g a e he a ic la f he e i i g Di ec ed be e-elec ed:

D . C Y (E D)

D . Che Y h g (陳宇紅), aged 49, i he Chai a a d he Chief Exec i e Office f he C a a d i e ible f he e all b i e de el e f he G . He ha e 20 ea f ac ici g ex e ie ce i f a e i f a i i d . D . Che h ld a d c a e deg ee i ic f Beiji g P l ech ic U i e i (北京理工大學) i 1991. P i j i i g he C a 25 A il 2000, D . Che ked a Chi a Na i al C e S f a e & Tech l g Se ice C a i (CS&S) f Oc be 1996 A il 2000, b e e l a a i ed a ice e ide i J e 1999 a d a e i ice e ide f CNTC (中軟網絡資訊技術有限公司) i Dece be 2003. He ha al bee a i ed a di ec f Chi a f Re ce I f a i Tech l g Se ice Li i ed. He a al a di ec f CS&S C be Re ce S f a e Tech l g (Tia ji) C ., L d., a a cia e c a f CS&S f 1999 Ma ch 2002. F J e 1991 Oc be 1996, he a he de ge e al a age f Chi a G ea Wall C e S f a e C ., L d. (中國長城電腦軟體公司).

I he la h ee ea , D . Che did h ld a he di ec hi i blic c a ie li ed a ec i ie a ke i H g K g e ea .

D . Che i c ec ed i h a he Di ec , e i a age e f he C a , b a ial c lli g Sha eh lde . A a he La e P ac icable Da e, D . Che a i e e ed i 115,320,136 Sha e , e e e i g a xi a el 7.06% f he al i ed di a ha e ca i al f he C a i hi he ea i g f Pa XV f he SFO.

D . Che e e ed i a e ice c ac i h he C a f a e f ea f 20 J e 2003 hich ha c i ed he eaf e il e i a ed b ei he a gi i g le ha h ee h ' i i e ice. D . Che i bjec e i e e b a i a d e-elec i i acc da ce i h he A icle f A cia i . F he ea e ded 31 Dece be 2011, D . Che ecei ed a a al e e a i f HK$1,681,990 f he C a f hi i i a a exec i e Di ec . The hl ala f D . Che i be e ie ed a all b he b a d f Di ec . F he e i d f he ex i f he fi ea f a i e , he ala f D . Che hall be de e i ed b he b a d f Di ec b hall be e ha 120 e ce f he a al ala f he ecedi g ea . D . Che i e i led a age e b b efe e ce he c lida ed e fi f he G af e axa i a d i i i e e b bef e ex a di a ie a h i he G ' a di ed c lida ed acc f he ele a fi a cial ea (he Ne P fi) a he B a d a a e, ided ha he agg ega e a f a age e b e a able D . Che i e ec f a fi a cial ea f he G hall exceed 5 e ce f he Ne P fi ; a d he hall ab ai f i g a d hall be c ed i he i e ec f he e l i ega di g he a f a age e b a able hi elf.

Sa e a di cl ed ab e, D . Che c fi ed ha he e a e a e ha eed be b gh he a e i f he Sha eh lde a d he e a e i f a i ha h ld be di cl ed a R le 13.51(2)(h) ( ) f he Li i g R le .

D . T (E , D)

D . Ta g Zhe i g (唐振明), aged 49, i the e i ice e ide t f the C a . He i e ible f the G ’ t ai i g de a t e t. D . Ta g b t ai ed a d c t a t e deg ee i elec t ic c t l f Beiji g P l t ech ic U i e i t (北京理工大學) i 1994. P i t j i i g the C a 25 A il 2000, D .Ta g w a e l ed b Beiji g I t t t i e f Tech l g I d t ial C a (北京理工大學產業總公司) a de t ge e al a age f Ma 1995 t Ma ch 2000 a d b A e ica W&P C a , Beiji g Office (美國W&P公司北京辦事處) a ffice f Dece be 1993 t Ma ch 1995.

I t he la t t h ee ea , D . Ta g did t h ld a t he di ec t hi i blic c a ie li t ed a ec t i t ie a ke t i H g K g e ea .

D . Ta g i t c ec t ed w i t h a t he Di ec , e i a age e t f t he C a , b t a t ial c t lli g Sha eh lde . A t a t he La t e t P ac t icable Da t e, D . Ta g w a i t e e t ed i 11,747,765 Sha e a d 4,180,000 O t i g a t ed b t he C a t b c ibe f 4,180,000 Sha e e e e t i g, a xi a t el 0.72% a d 0.26% e ec t i el f t he t t al i ed di a ha e ca i t al f t he C a w i t hi t he ea i g f Pa t XV f t he SFO.

D . Ta g ha bee a i t ed a a exec t i e Di ec t i ce 17 N e be 2005. D . Ta g ha t e t e ed i t a e ice c t ac t w i t h t he C a a d w ill t ecei e a e l e t f hi i t i a a exec t i e Di ec t . D . Ta g w a , h e e , be aid a di c e t i a di ec t ’ ala i a t be de t e i ed b t he e e t a i c i t t ee f t he C a w i t h efe e ce t hi e f a ce b t he e d f each fi a cial ea . D . Ta g i bjec t t e t i e e t b t t a t i a d e-elec t i i acc da ce w i t h the A t icle f A cia t i .

Sa e a di cl ed ab e, D . Ta g c fi ed t h a t t he e a e a t t e t h a t eed t be b gh t t he a t t e t i t f t he Sha eh lde a d t he e a e i f a t i t ha t h ld be di cl ed a t t R le 13.51(2)(h) t ( ) f t he Li t i t g R le .

D . Y (N -E , D)

D . Zha g Ya i (張亞勤), aged 45, w a a i t ed 31 Dece be 2008. D . Zha g i c e t l t he c t a t e ice e ide t f Mic f t C t a t i (Mic f t) a d t he chai a f Mic f t Chi a Re ea ch & De el e t G , e ible f d i i g Mic f t’ e all e ea ch a d de el e t eff t i Chi a. He j i ed Mic f t i Ja a 1999 a d e ed a t he a agi g di ec t a d chief cie t i t t f Mic f t Re ea ch A ia. D . Zha g i al a di ec t f Mic f t (Chi a) C a Li t i ed, Mic f t M bile Tech l g (She zhe) C a Li t i ed a d Sha ghai MSN Ne t w k C ica t i Tech l g C a Li t i ed. D . Zha g i a Fell w f t he I t t t i t e f Elec t ical a d Elec t ic E gi ee .

I t he la t t h ee ea , D . Zha g did t h ld a t he di ec t hi i blic c a ie li t ed a ec t i t ie a ke t i H g K g e ea .

D . Zha g i t c ec t ed w i t h a t he Di ec t , e i a age e t f t he C a , b t a t ial c t lli g Sha eh lde a d, a t a t he La t e t P ac t icable Da t e, d e t ha e a i t e e t i t he ec t i t ie f t he C a w hich a e e i ed t be di cl ed de Pa t XV f t he SFO.

D . Zha g ha bee a i ted a a -exec ti e Di ect i ce 31 Dece be 2008. D . Zha g ha t e te ed i t a e ice c t act t wi th the C a a d will t ecei e a e l e t f hi ti i a a -exec ti e Di ect . D . Zha g a , h we e , be aid a di c e ti a di ect ’ ala i a t be de te i ed b the e e at i c tt ee f the C a wi th efe e ce t hi e f a ce b the e d f each fi a cial ea . D . Zha g i bject t t e i e et b t at i a d e-elect i i acc da ce wi th the A t icle f A cia ti .

Sa e a di cl ed ab e, D . Zha g c fi ed tha t the e a e a tt e t ha t eed t be b gh t t the a tt e ti f the Sha eh lde a d the e a e i f at i t ha t h ld be di cl ed a t t R le 13.51(2)(h) t ( ) f the Li t i g R le .

D . L , W Y P (L , N - , D)

D . Le g Wi g Yi Pa t ick (梁永賢), aged 55, wa a i ted 22 Ma ch 2006. D . Le g ha a ea w ki g ex e ie ce i i t e al a di t i g a d c t a e fi a ce i ba k . He h ld a d c t ’ deg ee i acc t i g f t he U i e i t f Ne w S t h Wale , A t alia, a d i a e be f Ce t ified P blic Acc t a t f A t alia, a e be f the H g K g I t t i t e f Ce t ified P blic Acc t a t a d a e be f the H g K g Sec t i ie I t t i t e. D . Le g i a A i t a t P fe a d a D c t S t de t S e i t a t he Sch l f Acc t i g a d Fi a ce f the H g K g P l t ech ic U i e i t . D . Le g e i l w ked a a c t l a t i a fi f Ce t ified P blic Acc t a t a d a a Se i Lec t e a t Cha le S t t U i e i t , A t alia a d the Ci t U i e i t f H g K g.

I t he la t t h ee ea , D . Le g did t h ld a t he di ect hi i blic c a ie li t ed a ec t i ie a t ke i H g K g e ea .

D . Le g i t c ect ed wi th a the Di ect , e i a age e t f the C a , b t a t ial c t lli g Sha eh lde a d, a a t t he La t e t P act icable Da t e, d e t ha e a i t e e t i t he ec t i ie f t he C a w hich a e e i ed t be di cl ed de Pa t XV f t he SFO.

D . Le g ha bee a i t ed a a i de e de t -exec t i e Di ect i ce 22 Ma ch 2006. D . Le g ha t e t e ed i t a e ice c t act wi th the C a . D . Le g ecei e HK$10,000 t hl e l e t f hi t i i a a i de e de t -exec t i e Di ect . D . Le g i bject t t e t i e e t b t at i a d e-elect i i acc da ce wi th the A t icle f A cia t i . The e e at i t D .Le g will be e ie wed a d de t e i ed b t he e e at i c tt ee f t he C a wi th efe e ce t hi e f a ce b t he e d f each fi a cial ea .

Sa e a di cl ed ab e, D . Le g c fi ed t ha t he e a e a tt e t ha t eed t be b gh t t t he a tt e t i f t he Sha eh lde a d t he e a e i f a t i t ha t h ld be di cl ed a t t R le 13.51(2)(h) t ( ) f t he Li t i g R le .

M . J H (N -E, D)

M . Zha J h H a (趙令歡), aged 49, a a i ted 29 J l 2011. M . Zha ha a ea f act ici g ex e ie ce i b i e a age e t a d i e t i g e a t i . M . Zha bt ai ed a a t e deg ee i b i e ad i i t t a t i f the Kell gg Sch l f Ma age e t, a N th e t e U i e t i t i the U t i ed S t a t e f A e ica (USA) i J e 1996, d al a t e deg ee i elec t ical e gi ee i g a d h ic f N t he Illi i U i e t i t i USA i 1987, a d a bachel deg ee i h ic f Na ji g U i e t i t (南京大學) i J l 1984. M . Zha e t abli hed H Ca i t al F d 2008, L.P. (H Ca i t al) i 2003 a d e e a a e ide t . M . Zha al e e a a e i ice e ide t a d a exec t i e di ec t f t he b a d f Lege d H ldi g Li t i t ed, t he c t lli g ha eh lde f Le Ca i t al G Li i t ed (Le), a c a li t ed i t he S t ck Excha ge i t h t ck c de 992, a d a b t a t ial Sha eh lde . P i t j i i g Lege d H ldi g Li i t ed, M . Zha a a a agi g a t e a t eGa de Ve t e , L t d., chai a a d chief exec t i e ffice f I f li I c. a d Vade I c., a ice e ide t a d ge e al a age a t US R b t ic I c. (a c a li t ed i NASDAQ S t ck Ma ke t). P i t t d i g i USA, M . Zha a a di ec t f a k h i Jia g Wi ele C a .

M . Zha ha al bee a -exec t i e di ec t f Chi a Gla H ldi g Li i t ed (a c a li t ed i S t ck Excha ge i t h t ck c de 3300) i ce Ma 2005, a exec t i e di ec t f Chi a Pha ace t ical G Li i t ed (a c a li t ed i S t ck Excha ge i t h t ck c de 1093) i ce Dece be 2008, a -exec t i e di ec t f W a t S t e , I c. (a c a li t ed i S t ck Excha ge i t h t ck c de 1025 (f e l 8277)) f N e be 2009, a i de e de t di ec t f Ge dale H ldi g C ., L t d. (a c a li t ed i Sha ghai S t ck Excha ge) i ce A il 2008, a di ec t f Si ce e Pha ace t ical G (a c a li t ed i Ne Y k S t ck Excha ge) i ce A g t 2006 a d a di ec t f Bi e I t e a t i al G L t d. (a C a li t ed i Si ga e S t ck Excha ge i t h t ck c de B20) i ce N e be 2010.

Sa e a di cl ed ab e, M . Zha did t h ld a t he di ec t hi i blic c a ie li t ed a ec t i ie a ke t i H g K g e ea i t he la t t h ee ea .

M . Zha i a be eficial c t lli g ha eh lde f H Ca i t al Ma age e t Li i t ed, a c a hich, t h gh a i h ll ed e t t i ie , h ld a xi a t el 18.96% f t he t t al i ed ha e ca i t al i t he C a .

Sa ed a di cl ed ab e, M . Zha i t c ec t ed i t h a t he Di ec , e i a age e t f t he C a , b t a t ial c t lli g Sha eh lde a d, a a t t he La t e t P act ical e Da t e, d e t ha e a i t e e t i t he ec t i ie f t he C a hich a e e i ed t be di cl ed de Pa t XV f t he SFO.

M . Zha ha bee a i t ed a a -exec t i e Di ec t f a t e f t ea c e ci g f 29 J l 2011. M . Zha ha t e t e ed i t a e ice c t act i t h t he C a a d ill t ecei e a e l e t f hi i t i a a -exec t i e Di ec t . M . Zha a , h e e , be aid a di c e t i a di ec t ' ala i a t be de t e i ed b t he e e a t i c i t t ee f t he C a i t h efe e ce t hi e f a ce b t he e d f each fi a cial ea . M . Zha i bjec t t e t i e e t b t a t i a d e-elec t i i acc da ce i t h t he A t icle f A cia t i .

Sa e a di cl ed ab e, M . Zha c fi ed tha t he e a e a tte t hat eed t be b gh t t he a tte t i f t he Sha eh lde a d t he e a e i f at i t hat h ld be di cl ed a t t R le 13.51(2)(h) t ( ) f t he Li t i g R le .

M . L S (N -E , D)

M . Li She g (林盛), aged 37, a a i t ed 29 J l 2011. M . Li b t ai ed a a t e deg ee i ec ic i J l 1999, a d al a d al bachel deg ee i e gi ee i g h ic a d b i e ad i i t a t i f T i gh a U i e i t i J l 1997. M . Li j i ed H Ca i t al i A il 2003 a d ai l e ible f t he edici e, edical e ice a d t elec , edia a d t ech l g i d t e ea ch a d i e t e t . M . Li a a e i ffice f Le f A il 2000 t A il 2003, he e he a e ible f t t a t egic la i g, a ke t i t i i g, d c t de ig a d b i e li e e a t i .

I t he la t t h ee ea , M . Li did t h ld a t he di ec t hi i blic c a ie li t ed a ec t i ie a ke t i H g K g e ea .

M . Li i t c ec t ed i h a t he Di ec t , e i a age e t f t he C a , b t a t ial c t lli g Sha eh lde a d, a a t t he La t e t P ac t icable Da t e, d e t ha e a i t e e t i t he ec t i t ie f t he C a hich a e e i ed t be di cl ed de Pa t XV f t he SFO.

M . Li ha bee a i t ed a a -exec t i e Di ec t f a t e f t ea c e ci g f 29 J l 2011. M . Li ha t e t e ed i t a e ice c t ac t i h t he C a a d ill t ecei e a e l e t f hi t i i a a -exec t i e Di ec t . M . Li a , h e e , be aid a di c e t i a di ec t ' ala i a t be de t e i ed b t he e e a t i c itt ee f t he C a i h efe e ce t hi e f a ce b t he e d f each fi a cial ea . M . Li i bjec t t e t i e e t b t a t i a d e-elec t i i acc da ce i t h t he A t icle f A cia t i .

Sa e a di cl ed ab e, M . Li c fi ed t ha t he e a e a tte t ha t eed t be b gh t t t he a tte t i f t he Sha eh lde a d t he e a e i f at i t hat h ld be di cl ed a t t R le 13.51(2)(h) t ( ) f t he Li t i g R le .

CS&S
中软国际

CHINASOFT INTERNATIONAL LIMITED

中軟國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(S   C   : 354)

NOTICE IS HEREBY GIVEN that a a al ge e al eeti g f CHINASOFT INTERNATIONAL LIMITED (the C a) will be held at 3:30 F ida , 18 Ma 2012 at U it 4607-8, 46th Fl , COSCO T we , N .183 Q ee ' R ad Ce tral, H g K g f the f ll wi g e :

1. T ecei e a d c ide the a dited c lidated fi a cial tate e t f the C a a d the e t f the di ect a d i de e de t a dit f the C a f the ea e ded 31 Dece be 2011;

2. T e-elect the e i ti g di ect f the C a ;

3. T a th i e the b a d f di ect f the C a t fix the e e a i f di ect f the C a ;

4. T e-a i t a dit f the C a a d t a th i e the b a d f di ect f the C a t fix thei e e a i ;

a d a ecial b i e , t c ide a d, if th ght fit, a the f ll wi g e l ti a di a e l ti f the C a with with t difica i :

ORDINARY RESOLUTIONS

5. **THAT**:

   (a) bject t a ag a h (c) f thi e l ti , a d a t t the R le G e i g the Li ti g f Sec itie the ai b a d f The St ck Excha ge f H g K g Li ited, the exe ci e b the di ect f the C a d i g the Rele a t Pe i d (a he ei afte defi ed) f all the we f the C a t all t, i e a d deal with additi al di a ha e i the ca ital f the C a a d t ake g a t, the he c diti all c diti all , ffe , ag ee e t a d ti (i cl di g wa a t , b d , debe t e , te a d a ec itie which ca igh t t b c ibe f a e c e tible i t di a ha e i the ca ital f the C a) which w ld igh t e i e the exe ci e f ch we be a d i he eb ge e all a d c diti all a ed;

* *For identification purpose only*

(b) the a al i a ag a h (a) f thi e lti hall ath ize the dir ect f the C a d i g the Rele at Pe i dt ake g at ffe , ag ee et a d ti (i cl di g wa at , b d , debet e , te a d a ec ti ie w hich ca igh t t b c ibe f w a e c e t ible i t di a ha e i t he ca it al f t he C a) w hich w ld igh t e i e t he exe ci e f ch w e af t e t he e d f t he Rele at Pe i d;

(c) the agg egat e i al a t f di a ha e ca it al all tt ed, i ed deal t w ith ag eed c di t i all t c di t i all t be all tt ed, i ed deal t w ith (w he he a t t i t he w i e) b t he di ec t f t he C a t a t t he a al i a ag a h (a) f t hi e l t i , t he w i e t ha t t a (i) a Righ t I e (a he ei af t e defi ed); (ii) t he g a t exe ci e f a t i de a ha e t i che e f t he C a t he t i , che e i ila a a ge e t f t he t i e bei g ad t ed f t he g a t i e t ffice a d/ e l ee f t he C a a d/ a f i t b idia ie f ha e i t he C a igh t t ac i e ha e i t he C a ; (iii) a c i di ide d i ila a a ge e t idi g f t he all t e t f ha e i lie f t he w h le a t f a di ide d ha e i t he C a i acc da ce w ith t he A t icle w f A cia t i f t he C a i f ce f t i e t i e; (i) a w i e f ha e i t he C a t he exe ci e f igh t f b c i t i c e i de t he t e f a w a a t c e t ible b d i ed b t he C a a ec t i ie w hich ca igh t t b c ibe f a e c e t ible i t di a ha e i t he ca t i al f t he C a , hall t exceed 20% f t he agg egat e i al a t f t he di a ha e ca it al f t he C a i i e t he dat e f t he a i g t hi e l t i a d t he a t h i t a t t a ag a h (a) f t hi e l t i hall be li t ed acc di gl ; a d

(d) f t he e f t hi e l t i , Rele at Pe i d ea t he e i d f t he dat e f t he a i g f t hi e l t i t il w hiche e i t he ea lie t f:

(i) t he c cl i f t he ex t a al ge e al ee t i g f t he C a ;

(ii) t he ex i a t i f t he e i d w ithi w hich t he ex t a al ge e al ee t i g f t he C a i e i ed b t he A t icle f A cia t i f t he C a a a licable la w t be held; a d

(iii) t he a i g f a di a e l t i b t he ha eh lde f t he C a i ge e al ee t i g e ki g a i g t he a t h i t gi e t t he di ec t f t he C a b t hi e l t i .

Right I e ea a ffe f ha e i the C a , ffe i e f a wa t , ti the ec itie gi i g ight t b c ibe f ha e e f a e i d fixed b the di ect f the C a t h lde f ha e i the C a the egi te a fixed ec d date i t i t t hei the h ldi g f ch ha e (bject t ch excl i the a a ge e t a the di ect f the C a a dee ece a ex edie t i ela i t f act i al e tit le e t , ha i g ega d t a e t ict i bliga ti de the law f, the e i e e t f, the ex e e dela w hich a be i l ed i de te i i g the exi te ce ex te t f a e t ict i bliga ti de the la w f, the e i e e t f, a j i dict i a licable t the C a , a ec g ized eg la t b d a t ck excha ge i a te it a licable t the C a .)

6. **THAT**:

(a) bject t a ag a h (b) f thi e l ti , the exe ci e b the di ect f the C a d i g the Rele a t Pe i d (a he ei aft e defi ed) f all the w e f the C a t e cha e ha e i the ca it al f the C a the ai b a d f The St ck Excha ge f H g K g Li it ed a the t ck excha ge w hich the ha e i the C a a be li ted a d ec g ized b the Sec it ie a d F t e C i i a d The St ck Excha ge f H g K g Li it ed f ch e, bject t a d i acc da ce w it h the le a d eg la ti f the Sec itie a d F t e C i i f H g K g, The St ck Excha ge f H g K g Li it ed, the C a ie La w , Ca . 22 (La w 3 f 1961, a c lida ted a d e i ed) f the Ca a I la d a d all the a licable la w t hi ega d, be a d the a e i he eb ge e all a d c dit i all a ed;

(b) the agg ega te i al a t f ha e i the C a w hich the C a i a t h i ed t e cha e a t t the a al i a ag a h (a) f thi e l ti d i g the Rele a t Pe i d hall t exceed 10% f the agg ega te i al a t f the i ed di a ha e f the C a a a t the da te f the a i g f thi e l ti a d the a th it a t t a ag a h (a) f thi e l ti hall be li it ed acc di gl ;

(c) f the e f thi e l ti ,

Rele a t Pe i d ea the e i d f the da te f the a i g f thi e l ti t il w hiche e i the ea lie t f:

(i) the c cl i f the ex t a al ge e al ee ti g f the C a ;

(ii) the ex i a ti f the e i d w it hi w hich the ex t a al ge e al ee ti g f the C a i e i ed b the A ticle f A cia ti f the C a a the a licable la w t be held; a d

(iii) the a i g f a di a e l ti b the ha eh lde f the C a i ge e al eeti g e ki g a i g the a th i t gi e t the di ect f the C a b thi e l ti .

7. **THAT** c diti al the e l ti e t i t ie 5 a d 6 f the tice c e i g thi eeti g bei g a ed, the ge e al a date g a ted t the di ect f the C a t all t, i e a d deal ith additi al ha e i the C a a t t the aid e l ti de i t e 5 be a d i he eb ex te ded b the additi the e f a a t e e e i g the agg egate i al a t f ha e i the ca ital f the C a hich a e e cha ed b the C a de the a th i t g a ted t the di ect f the C a a t t the aid e l ti de i t e 6, ided that the a t f ha e e cha ed b the C a hall t exceed 10% f the agg egate i al a t f the i ed di a ha e f the C a the date f thi e l ti .

8. **THAT** bject t a d c diti al the Li ti g C itt ee f The S t ck Excha ge f H g K g Li ited (the S t ck Excha ge) g a ti g the li ti g f, a d e i i t deal i , ch be f f ll aid ha e i the ca ital f the C a hich a fall t be all tted a d i ed a t t the exe ci e f the i hich a be g a ted de the ha e t i che e ad ted b the C a 2 d J e, 2003 (the Sha e O ti Sche e) a d a the ha e t i che e f the C a , e e e ti g 10% f the i ed ha e ca ital f the C a a a t the da hich thi e l ti i a ed, the exi ti g che e a date li it i e ect f the g a ti g f ha e t i de the Sha e O t i Sche e be ef e hed ided that the t al be f ha e i the ca ital f the C a hich a be i ed the exe ci e f all t i t be g a ted de the Sha e O t i Sche e a d a the t i che e f the C a hall t exceed 10% f the agg egate i al a t f the di a ha e ca ital f the C a i i e the date f a i g f thi e l ti .

B de f the B a d
C f I L
D . C Y
Chairman and Chief Executive Officer

13 A il 2012

Registered Office:

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