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This announcement, for which the directors of Chinasoft International Limited (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Chinasoft International Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



CHINASOFT INTERNATIONAL LIMITED

中軟國際有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8216)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to the shareholders of the Company for their approval by way of a special resolution at the AGM for the amendments to the Articles of Association in order to align the Articles of Association with the amendments to the Appendix 3 of the GEM Listing Rules, which will be effective from 31 March, 2004. This announcement is made pursuant to the requirement of Rule 17.50(1) of the GEM Listing Rules. A circular containing particulars of the Proposed Amendments to the Articles of Association will be despatched to shareholders of the Company on 31 March 2004.

The board of directors (the “Board”) of Chinasoft International Limited (the “Company”) announces that at a meeting of the Board held on 26 March, 2004, it was decided to propose to the shareholders of the Company for their approval by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”) to be held at 10:00 a.m. on 26 April, 2004 at 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong, the amendments (the “Proposed Amendments”) to the articles of association of the Company (the “Articles of Association”) in order to align the Articles of Association with the amendments to the Appendix 3 of the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), which will be effective from 31 March, 2004. A brief description of the Proposed Amendments are as follows:

Article No.	Proposed changes
77A	Where the Company has knowledge, any Shareholder who is required under the GEM Listing Rules to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution, any vote cast in contravention of such requirement shall not be counted.
88	A minimum of 7 days is required for lodgment of a notice to nominate a person to act as Director and of a notice to indicate the proposed person's willingness to be elected and such notice shall commence not earlier than the day after the despatch of the notice of the meeting appointed for the election of the Director and end no later than 7 days before the date of such meeting.
103	In relation to any matter in which any Director or his associates has interest, such Director shall abstain from voting at the board meeting for the purpose of approving such matter and such Director shall not be counted in the quorum of the relevant board meeting.

A circular containing, among other things, further details of the Proposed Amendments and the notice of the AGM setting out in full the special resolution to approve the Proposed Amendments will be despatched to the shareholders of the Company on 31 March 2004.

By Order of the Board
Dr. Chen Yuhong
Managing Director

Hong Kong, 30 March 2004

This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

** For identification purpose only*