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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)

APPOINTMENT AND RESIGNATION OF NON-EXECUTIVE DIRECTORS

The Board announces that Mr. Su had resigned as the Chairman of the Board and a non-executive Director with effect from 20 April 2009. Mr. Su had also ceased to be the Chairman and a member of the remuneration committee of the Company with effect from the same date. Dr. Cui Hui, a non-executive Director, has become the Chairman of the Board and the Chairman and a member of the remuneration committee of the Company with effect from 20 April 2009 to fill the vacancies.

The Board further announces that Mr. Fang had been appointed as a non-executive Director with effect from 20 April 2009.

RESIGNATION OF DIRECTOR

The Board of Directors (the “**Board**”) of Chinasoft International Limited (the “**Company**”) announces that, Mr. Su Zhenming (“**Mr. Su**”) had resigned as the Chairman of the Board and a non-executive director of the Company (the “**Director**”) with effect from 20 April 2009. Mr. Su had also ceased to be the Chairman and a member of the remuneration committee of the Company with effect from the same date. Due to Mr. Su had resigned from his positions at China National Software & Service Company Limited (中國軟件與技術服務股份有限公司) (“**CNSS**”) and accordingly he is no longer nominated by CNSS to the Company as a non-executive Director.

After the resignation of Mr. Su, Dr. Cui Hui, a non-executive Director, has become the Chairman of the Board and the Chairman and a member of the remuneration committee of the Company with effect from 20 April 2009 to fill the vacancies.

Mr. Su has confirmed that he has no disagreement with the Board and there is no matter in relation in his resignation that needs to be brought to the attention of the shareholders of the Company or Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its gratitude to Mr. Su for his contribution to the Company during his term.

APPOINTMENT OF DIRECTOR

The Board also wishes to announce that, Mr. Fang Jun (“**Mr. Fang**”) was appointed as a non-executive Director with effect from 20 April 2009.

Mr. Fang, aged 47, studied accountancy in Shanghai College of Finance and Economics (subsequently renamed as Shanghai University of Finance and Economics) and graduated in 1982. He also holds a master degree in management. Mr. Fang is currently the financial controller of CNSS which is a substantial shareholder of the Company. Before joining CNSS in 2004, Mr. Fang was a financial controller of SED Electronics Group (深圳桑達電子集團有限公司) since 2003. Mr. Fang is also a non-executive director of certain companies in PRC engaged in information technology and investment. These companies are the subsidiaries of CNSS, shares of which are listed in the Shanghai Stock Exchange. Mr. Fang is a member of the Chinese Institute of Certified Public Accountants.

Mr. Fang is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company and, as at the date of this announcement, does not have any interest in the securities of the Company which are required to be disclosed under Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information relating to Mr. Fang that needs to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. Fang has not entered into any service contract with the Company and will not receive any emolument for his position as a non-executive Director.

The Board warmly welcomes the joining of Mr. Fang as a non-executive Director.

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

Hong Kong, 20 April 2009

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. LIU Zheng

Dr. ZHANG Yaqin

Mr. FANG Jun

Independent Non-executive Directors:

Mr. XU Zeshan

Mr. ZENG Zhijie

Dr. LEUNG Wing Yin

* *For identification purposes only*