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CHINASOFT INTERNATIONAL LIMITED

中軟國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8216)

CHANGES OF DIRECTORS

The Board announces that pursuant to the Corporate Governance Plan, Madam Tang Min, Mr. Duncan Chiu and Mr. Cui Hui have been re-designated from executive Directors to non-executive Directors and Mr. Timothy Chen Yung Cheng has been appointed as a non-executive Director with effect from 22 March, 2006. In addition, Mr. Peng Jiang has resigned as an executive Director and Mr. David Chiu has resigned as a non-executive Director with effect from 22 March, 2006.

The Board also announces that Mr. Au Yeung Shiu Kau Peter has resigned as an independent non-executive Director with effect from 22 March, 2006 for personal reasons and has ceased to be a member of the audit committee and of the remuneration committee of the Company. Due to the resignation of Mr. Au Yeung Shiu Kau Peter, Dr. Leung Wing Yin has been appointed as an independent non-executive Director and has become a member of the audit committee and of the remuneration committee of the Company with effect from 22 March, 2006.

RE-DESIGNATIONS, APPOINTMENT AND RESIGNATIONS OF DIRECTORS

The board (the “**Board**”) of directors (“**Directors**”) of Chinasoft International Limited (the “**Company**”) refers to the subscription agreement in respect of series A preferred shares entered into by (among others) the Company, Microsoft Corporation (“**Microsoft**”) and International Finance Corporation on 26 September, 2005, pursuant to which the Company adopted the corporate governance plan (the “**Corporate Governance Plan**”). According to the Corporate Governance Plan:–

- (i) China National Software and Service Company Limited (“**CNSS**”) will nominate two non-executive Directors to the Board;
- (ii) Far East Technology International Limited (“**Far East**”) will nominate one non-executive Director to the Board;
- (iii) Microsoft shall, so long as it holds any series A shares or ordinary shares of the Company issued upon conversion of the series A shares, have the right to nominate a Director to the Board.

The Board announces that with effect from 22 March, 2006, Madam Tang Min (“**Madam Tang**”), Mr. Cui Hui (“**Mr. Cui**”) and Mr. Duncan Chiu (“**Mr. Chiu**”) have been re-designated from executive Directors to non-executive Directors, to be the two non-executive Directors nominated by CNSS and the non-executive Directors nominated by Far East to the Board. Mr. Timothy Chen Yung Cheng (“**Mr. Chen**”) has been appointed as a non-executive Director with effect from 22 March, 2006 as the Director nominated by Microsoft to the Board.

In addition, Mr. Peng Jiang has resigned as an executive Director and Mr. David Chiu has resigned as a non-executive Director with effect from 22 March, 2006.

The above changes in Directors were effected pursuant to the Corporate Governance Plan.

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that Mr. Au Yeung Shiu Kau, Peter has resigned as an independent non-executive Director on 22 March, 2006 due to personal reasons and has ceased to be a member of the audit committee and of the remuneration committee of the Company. Dr. Leung Wing Yin (“**Dr. Leung**”) has been appointed as an independent non-executive Director with effect from 22 March, 2006 and has become a member of the audit committee and of the remuneration committee of the Company to take the place of Mr. Au Yeung Shiu Kau, Peter.

INFORMATION ON THE RE-DESIGNATED NON-EXECUTIVE DIRECTORS

Madam Tang Min

Madam Tang, aged 61, is the Chairman of the Company. She is the Chairman of the PRC Software Alliance and a vice-chairman of the Chinasoft Software Association. Madam Tang obtained a bachelor’s degree in physics from Peking University, the PRC and has the professional qualification of senior engineer in computer science. She has more than 30 years’ experience at the management level in the IT industry in the PRC. Madam Tang is the President of CNSS, a joint stock limited company established under the laws of the PRC, the A-shares of which are listed on the Shanghai Stock Exchange. She also holds directorships in a number of the subsidiaries and associated companies of CNSS including China National Computer Software & Technology Service Corporation (Hong Kong) Limited, a corporate shareholder holding approximately 24% of the total issued ordinary shares of the Company and approximately 18.96% of the total voting rights at all general meetings of shareholders of the Company.

Madam Tang has signed a letter of appointment with the Company for her appointment as a non-executive Director for a term of two years from 22 March, 2006, and is entitled to a monthly director’s fee of RMB10,000 during her term.

Madam Tang has no interest or short positions in any shares or underlying shares or interest in debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“**SFO**”) which are required to be notified to the Stock Exchange or the Company pursuant to Divisions 7 and 8 of Part XV of the SFO, or which are required pursuant to section 352 of the SFO to be entered into the register referred to therein.

Mr. Cui Hui

Mr. Cui, aged 44, has about 20 years' experience in corporate management. Mr. Cui graduated from Jilin University in the PRC in 1983 with a bachelor's degree in mathematics. Prior to joining the Group in April 2000, Mr. Cui worked for China National Software & Technology Service Corporation (as CNSS was formerly named) as deputy department head from August 1983 to April 1992, deputy general manager from July 1999 to January 2000 and became the vice president in 2000. From May 1992 to December 1997, Mr. Cui was the deputy general manager and general manager of Oriental Technology (Beijing) Company Ltd. He was the general manager of Chinasoft Tonghe Systems Integration Company Ltd from January 1998 to June 1999. In December 2003, he was appointed a senior vice president of CNSS, the A-shares of which are listed on the Shanghai Stock Exchange. Mr. Cui currently holds directorship in CNSS, which through its subsidiary is interested in approximately 24% of the total issued ordinary shares of the Company and approximately 18.96% of the total voting rights at all general meetings of shareholders of the Company.

Mr. Cui has signed a letter of appointment with the Company for his appointment as a non-executive Director for a term of two years from 22 March 2006, and is entitled to a monthly director's fee of RMB10,000 during his term.

Mr. Cui is interested in 20,000,000 ordinary shares of the Company. He is also interested in share options granted by the Company entitling him to subscribe for 500,000 ordinary shares of the Company at an exercise price of HK0.65 per share, exercisable in four equal tranches from 13 May 2004, 13 May 2005, 13 May 2006 and 13 May 2007, respectively to 12 May 2014.

Mr. Duncan Chiu

Mr. Chiu, aged 31, has been involved in the management of the Group since joining in January 2000. Mr. Chiu graduated with a bachelor's degree in business administration from Pepperdine University of California in 1996. Mr. Chiu currently serves as Vice Chairman and Treasurer of The Chamber of Hong Kong Listed Companies, Vice President of Innovation & Technology Association and is a Committee Member of All-China Youth Federation. Mr. Chiu is a Director of the Far East Group of Company. He is also the Managing Director and Chief Executive Officer of Far East and a non-executive director of Far East Hotel & Entertainment Limited. Both of these companies are listed on the Main Board of the Hong Kong Stock Exchange. Far East holds approximately 23.2% of the total issued ordinary shares of the Company and approximately 18.32% of the total voting rights at all general meeting of shareholders of the Company.

Mr. Chiu has signed a letter of appointment with the Company for his appointment as non-executive Director for a term of two years from 22 March 2006, and is entitled to a monthly director's fee of RMB10,000 during his term.

Mr. Chiu has interests in share options granted by the Company entitling him to subscribe for 1,000,000 ordinary shares of the Company at an exercise price of HK\$0.65 per share, exercisable in four equal tranches from 13 May 2004, 13 May 2005, 13 May 2006 and 13 May 2007 respectively to 12 May 2014.

INFORMATION ON THE NEWLY APPOINTED NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Timothy Chen Yung Cheng

Mr. Chen, aged 49, is the Corporate Vice President of Microsoft and its Chief Executive Officer of the Greater China Region. Microsoft at present holds 50% of all the issued series A preferred shares of the Company and approximately 10.49% of the total voting rights at all general meetings of the Company. Prior to joining Microsoft in September 2003, Mr Chen was the Chairman and President of Motorola Corp's China subsidiary. He was appointed as the Corporate Vice President of Motorola Inc. and the Chairman & President of Motorola (China) Electronics Ltd in September 2001. From June 2000 to September 2001, Mr. Chen was the Chief Executive Officer and a director of 21CN Cybernet Corporation Limited, a company listed on the Main Board of the Stock Exchange. Before joining 21 CN Cybernet Corporation Limited, Mr. Chen held various positions in Motorola Inc. including the General Manager for its Greater China Cellular Infrastructure Division. He worked in Lucent (then AT&T Bell Labs) in U.S.A. as research and development manager and marketing manager before 1992. Mr. Chen holds a Master of Business Administration degree from the University of Chicago, U.S.A. and two Master of Science Degrees in Computer Science and Mathematics from Ohio State University, U.S.A.

Mr. Chen does not hold any directorship in other listed public companies for the past three years.

Mr. Chen has not entered into a service contract with the Company.

Mr. Chen has no interest or short positions in any shares or underlying shares or interest in debentures of the Company or its associated corporations within the meaning of Part XV of the SFO which are required to be notified to the Stock Exchange or the Company pursuant to Divisions 7 and 8 of Part XV of the SFO, or which are required pursuant to section 352 of the SFO to be entered into the register referred to therein.

Dr. Leung Wing Yin

Dr. Leung, aged 49, holds a doctor's degree in accounting from the University of New South Wales, Australia and is a member of CPA Australia. Dr Leung is an Assistant Professor and a Doctor Student Supervisor in Corporate Governance and Auditing at the School of Accounting and Finance of the Hong Kong Polytechnic University. Dr Leung previously worked as a consultant in a firm of Certified Public Accountants in Hong Kong, as a Senior Lecturer at Charles Sturt University, Australia and the City University of Hong Kong. He has over three years' working experience in internal auditing and corporate finance in banks. Dr. Leung also assisted the Hong Kong office of a major international accounting firm to develop audit manuals and training materials.

Dr. Leung has not held any directorship in other listed public companies for the past three years.

Dr. Leung is not connected with any directors, members of the senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Dr. Leung has no interest or short positions in any shares or underlying shares or interest in debentures of the Company or its associated corporations within the meaning of Part XV of the SFO which are required to be notified to the Stock Exchange or the Company pursuant to Divisions 7 and 8 of Part XV of the SFO, or which are required pursuant to section 352 of the SFO to be entered into the register referred to therein.

Dr. Leung is entitled to a monthly director's fee of HK\$5,000 which will be reviewed by the Board annually. He has not entered into a service contract with the Company.

GENERAL

The Board would like to give its warmest welcome to Mr. Chen and Dr. Leung for joining the Company as non-executive Director and independent non-executive Director respectively.

Mr. Peng Jiang, Mr. David Chiu and Mr. Au Yeung Shiu Kau Peter, the resigning Directors, have confirmed to the Board that there were no disagreements between the Board and them and there are no other matters which need to be brought to the attention of the shareholders of the Company. The Board would like to take this opportunity to express its gratitude to them for the services they have rendered and the contributions they have made to the Company during their directorships.

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

Hong Kong, 22 March, 2006

As at the date of this announcement, the directors of the Company are as follows:

Executive Directors:

Dr. CHEN Yuhong (*Managing Director*)

Dr. TANG Zhenming

Mr. WANG Hui

Non-executive Directors:

Madam TANG Min

Mr. CUI Hui

Mr. CHEN Yung Cheng Timothy

Mr. Duncan CHIU

Mr. LIU Zheng

Independent Non-executive Directors:

Mr. HE Ning

Mr. ZENG Zhijie

Dr. LEUNG Wing Yin

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* *For identification purposes only*