



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: 8216)

RESIGNATION OF NON-EXECUTIVE DIRECTOR AND APPOINTMENT OF EXECUTIVE DIRECTOR AND CHANGE OF AUDIT COMMITTEE MEMBER

The Board announces that Dr. Chen Qiwei has resigned as the non-executive director of the Company with effect from 17 November 2005 and Mr. Peter Au Yeung Shiu Kau will be replacing Dr. Chen as a member of audit committee of the Company.

The Board further announces that Dr. Tang Zhenming and Mr. Wang Hui have been appointed as the executive directors of the Company with effect from 17 November 2005.

RESIGNATION OF NON-EXECUTIVE DIRECTOR AND CHANGE OF MEMBER OF AUDIT COMMITTEE

The board of directors (the “**Board**”) of Chinasoft International Limited (the “**Company**”) hereby announces that Dr. Chen Qiwei (“**Dr. Chen**”) has resigned as the non-executive director of the Company with effect from 17 November 2005 due to his personal reasons.

Dr. Chen has confirmed to the Board that there were no disagreements between the Board and him and there are no other matters which need to be brought to attention of the shareholders of the Company.

Due to the resignation of Dr. Chen, Mr. Peter Au Yeung Shiu Kau (“**Mr. Au Yeung**”) who is currently an independent non-executive director of the Company will be replacing Dr. Chen as a member of audit committee of the Company with effect from 17 November 2005.

APPOINTMENT OF EXECUTIVE DIRECTORS

In addition, the Board further announces that Dr. Tang Zhenming (“**Dr. Tang**”) and Mr. Wang Hui (“**Mr. Wang**”), both of whom are currently members of the senior management of the Company, have been appointed as the executive directors of the Company with effect from 17 November 2005.

Dr. Tang, aged 42, is the human resources and administrative manager of the Company. Prior to joining the Company on 25th April, 2000, Dr. Tang was employed by Beijing Institute of Technology Industrial Company (北京理工大學產業總公司) as deputy general manager from May 1995 to March 2000 and by American W&P Company, Beijing Office (美國 W&P 公司北京辦事處) as officer from December 1993 to March 1995. He holds a bachelor's degree in vehicle engineering from Tsinghua University (清華大學) in 1985 and a doctorate degree in motor electronic control from Beijing Polytechnic University (北京理工大學) in 1994. Dr. Tang is also an independent non-executive director of Ningbo Yidong Electronic Company Limited (Stock code: 8249) since May 2002.

Mr. Wang, aged 32, is the general manager of the product and solution development team of the Company. He is responsible for the designing of technical solutions and consulting. Mr. Wang graduated from Tianjin University (天津大學) in 1995. He has 6 years experience in systems analysis and in the design of system infrastructure. Prior to joining the Company on 25th April 2000, Mr. Wang was a manager of China Greatwall Computer Software Co., Ltd from 1995 to 2000.

Save as disclosed above, Mr Wang and Dr. Tang do not hold any directorship in other listed companies for the past three years.

Both Dr. Tang and Mr. Wang have not entered into service contracts. Dr. Tang's and Mr. Wang's emoluments are RMB23,500 and RMB37,500 per month respectively, which are determined by arm's length negotiation between the Company and themselves with reference to prevailing market conditions.

Save as disclosed herein, Dr. Tang and Mr. Wang are not connected with any directors, members of the senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Neither Dr. Tang nor Mr. Wang has any 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.

Save as disclosed above, both Dr. Tang and Mr. Wang have confirmed to the Board that there are no other matters which need to be brought to attention to the shareholders of the Company.

The Board would like to take this opportunity to welcome Dr. Tang and Mr. Wang for joining the Company as executive directors.

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

Hong Kong, 17 November 2005

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

Executive Directors:

Ms. Tang Min (*Chairman*)

Dr. Chen Yuhong (*Managing Director*)

Mr. Cui Hui

Mr. Duncan Chiu

Mr. Peng Jiang

Dr. Tang Zhenming

Mr. Wang Hui

Non-executive Directors:

Mr. David Chiu

Mr. Liu Zheng

Independent Non-executive Directors:

Mr. He Ning

Mr. Zeng Zhijie

Mr. Peter Au Yeung Shiu Kau

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. 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.

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

** For identification purposes only*