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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: 8216)

**CLARIFICATION OF THE ANNOUNCEMENT
ON
RESIGNATION OF NON-EXECUTIVE DIRECTOR
AND
APPOINTMENT OF EXECUTIVE DIRECTORS AND
CHANGE OF AUDIT COMMITTEE MEMBER**

The Board refers to the announcement of the Company dated 17 November, 2005 and wishes to clarify that Dr. Tang Zhenming and Mr. Wang Hui, the newly appointed executive directors of the Company, are beneficially interested in 10,207,765 shares and 7,017,838 shares of the Company respectively and have been granted options to subscribe for 2,920,000 shares and 4,500,000 shares of the Company respectively.

The board of directors (the “**Board**”) of Chinasoft International Limited (the “**Company**”) refers to the announcement of the Company dated 17 November, 2005 on the resignation of Dr. Chen Qiwei as a non-executive director, the replacement of Dr. Chen Qiwei by Mr. Au Yeung Shiu Kau, Peter as a member of audit committee of the Company, and the appointment of Dr. Tang Zhenming (“**Dr. Tang**”) and Mr. Wang Hui (“**Mr. Wang**”) as executive directors of the Company.

The Board wishes to clarify that Dr. Tang and Mr. Wang are beneficially interested in 10,207,765 shares of the Company and 7,017,838 shares of the Company respectively. Dr. Tang and Mr. Wang have also been granted options to subscribe for 2,920,000 shares and 4,500,000 shares of the Company respectively. Save as disclosed, as at the date of this announcement 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.

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

Hong Kong, 18 November 2005

* *For identification purposes only*

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

Executive Directors:

Madam 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 of the Company 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 of the Company, 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.

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