

# FORMS RELATING TO LISTING

## Form F

### The Growth Enterprise Market (GEM)

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name:** **Chinasoft International Limited**

**Stock Code (ordinary shares):** **8216**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 30th May, 2007.

#### A. General

Place of Incorporation : Cayman Islands

Date of initial listing on GEM : 20th June, 2003

Name of Sponsor : N/A

Names of directors : ***Executive Directors***  
Dr. Chen Yuhong  
Dr. Tang Zhenming  
Mr. Wang Hui

#### ***Non-executive Directors***

Madam Tang Min  
Dr. Cui Hui  
Mr. Duncan Chiu  
Mr. Timothy Chen Yung Cheng  
Mr. Liu Zheng

#### ***Independent non-executive Directors***

Mr. He Ning  
Mr. Zeng Zhijie  
Dr. Leung Wing Yin Patrick

Names of substantial shareholders (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company : China National Computer Software & Technology Service Corporation (Hong Kong) Ltd, which is interested in 199,010,755 ordinary shares of HK\$0.05 each in the capital of the Company (“Shares”) representing approximately 24.70% of the total issued Shares and approximately 19.90% of the total voting rights at general meetings of the Company.

China National Software and Service Company Limited, which is interested in 199,010,755 Shares (being the Shares held by China National Computer Software & Technology Service Corporation (Hong Kong) Ltd, its subsidiary) representing approximately 24.70% of the total issued Shares and approximately 19.90% of the total voting rights at general meetings of the Company.

Far East Technology International Limited, which is interested in 130,129,822 Shares representing approximately 16.15% of the total issued Shares and approximately 13.01% of the total voting rights at general meetings of the Company.

Microsoft Corporation, which is interested in 97,250,000 senior redeemable convertible preferred shares of HK\$0.05 each in the capital of the Company (“Series A Preferred Shares”) representing 50% of the total issued Series A Preferred Shares and approximately 9.72% of the total voting rights at general meetings of the Company.

International Finance Corporation, which is interested in 97,250,000 Series A Preferred Shares representing 50% of the total issued Series A Preferred Shares and approximately 9.72% of the total voting rights at general meetings of the Company.

ABN AMRO Holding N.V., which is interested in 48,080,000 Shares representing approximately 5.97% of the total issued Shares and approximately 4.81% of the total voting rights at general meetings of the Company.

JP Morgan Chase & Co., which is interested in 39,830,000 Shares representing approximately 4.94% of the total issued Shares and approximately 3.98% of the total voting rights at general meetings of the Company.

Name of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31st December

Registered address : Century Yard, Cricket Square,  
Hutchins Drive, P.O. Box 2681 GT,  
George Town, Grand Cayman,  
Cayman Islands,  
British West Indies

Head office and principal place of business : Head Office and Principal Place of Business in the PRC:  
North Wing 12/F,  
Raycon Infotech Park Tower C,  
No.2 Kexuiyuan Namlu,  
Haidian District, Beijing, 100080  
PRC

Principal Place of Business in Hong Kong:  
Units 4607-8, 46th Floor,  
COSCO Tower,  
No. 183 Queen's Road Central,  
Hong Kong

Web-site address (if applicable) : www.icss.com.cn

Share registrar : Principal Share Registrar and Transfer Office:  
Bank of Butterfield International (Cayman) Ltd.

Hong Kong Share Registrar and Transfer Office:  
Computershare Hong Kong Investor Services Ltd.

Auditors : Deloitte Touche Tohmatsu

#### **B. Business activities**

The Company and its subsidiaries ( the “Group” ) are developers and providers of e-government solutions and customised software products in the PRC, collectively known as “Solutions”, with government authorities and their respective IT service providers as its main target customers. In addition to the provision of Solutions as its core business, the Group also provides IT consulting and training services, IT outsourcing services and standalone software products.

#### **C. Ordinary shares**

Number of ordinary shares in issue : 805,660,976

Par value of ordinary shares in issue : HK\$0.05

Board lot size (in number of shares) : 10,000

Name of other stock exchange on which ordinary shares are also listed : N/A

#### **D. Warrants**

N/A

#### **E. Other securities**

Share options to subscribe for an aggregate of 116,766,500 ordinary shares have been granted by the Company to certain directors and employees of the Company pursuant to the Share Option Scheme adopted on 2nd June 2003. The Company has issued 194,500,000 Series A Preferred Shares which are convertible into Ordinary shares at an initial conversion rate of 1:1 (subject to adjustment).

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Madam Tang Min

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Dr. Chen Yuhong

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Dr. Cui Hui

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Mr. Duncan Chiu

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Mr. Timothy Chen Yung Cheng

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Dr. Tang Zhenming

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Mr. Wang Hui

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