

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, 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 announcement.*



**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 ANNOUNCEMENT**

Reference is made to the announcement of Chinasoft International Limited (the “Company”) regarding the discloseable and connected transaction for the acquisition of the remaining 49% of Chinasoft Resources Information Technology Services Limited dated 17 November 2005 (the “Announcement”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Announcement.

The Board notes that it was stated in the Announcement that CS&S(HK) held approximately 27.17% of the total issued share capital of Company. This figures was based on the disclosure of interests which had been notified to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, which took into account the 23,248,302 Shares which may be issued to CS&S(HK) pursuant to an acquisition agreement between Chinasoft (HK) and CS&S(HK) dated 28 April 2005 (as disclosed in the circular of the Company dated 6 June 2005) subject to fulfillment of a condition and the exercise of a cash option. The Board would like to clarify that as at the date of this announcement, by excluding the 23,248,302 Shares which may be issuable to CS&S(HK), CS&S(HK) holds 175,762,453 Shares representing approximately 24% of the total issued share capital of the Company.

Based on the disclosure of interests which was notified to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, the current shareholding in the Company by CS&S(HK) has not changed since the date of the Announcement. The Board apologizes for any confusion caused.

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

Hong Kong, 7 December 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. AU YEUNG Shiu Kau Peter

*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