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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: 354)**

### **Conversion of Series A Preferred Shares**

On 4 November, 2011, the Company has received a formal request from Mr. CHAN Kin Sun (“**Mr. Chan**”) whose address is 20/F., V-Heun Building, 138 Queen’s Road Central, Hong Kong, our Preferred Shareholder holding 17.25 million Series A Preferred Shares of the Company, to convert 7.25 million of its Series A Preferred Shares into the Company’s Ordinary Shares and the Board of the Company has approved the conversion. Hence, 7.25 million Ordinary Shares of the Company will be issued to Mr. Chan and the Series A Preferred Shares of the Company held by Mr. Chan will be reduced to 10 million.

Reference is made to the announcement of Chinasoft International Limited (the “**Company**”) dated 21 October, 2005 and the circular (the “**Circular**”) date 2 December 2005 in relation to the issue of Series A Preferred Shares to the Investors which was completed on 6 January, 2006. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Company announces that on 4 November, 2011, the Company has received a formal request from Mr. CHAN Kin Sun whose address is 20/F., V-Heun Building, 138 Queen’s Road Central, Hong Kong, our Preferred Shareholder holding 17.25 million Series A Preferred Shares of the Company, to convert 7.25 million of its Series A Preferred Shares into the Company’s Ordinary Shares and the Board of the Company has approved the conversion. Hence, 7.25 million Ordinary Shares of the Company will be issued to Mr. Chan and the Series A Preferred Shares of the Company held by Mr. Chan will be reduced to 10 million.

As at the date of this announcement, there were in total an aggregate number of 1,455,013,259 Ordinary Shares and 164,500,000 Series A Preferred Shares in issue. After the conversion carried out by Mr. CHAN Kin Sun, there would be in total an aggregate number of 1,462,263,259 Ordinary Shares and 157,250,000 Series A Preferred Shares in issue.

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

22 November 2011, Hong Kong

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

**Executive Directors:**

Dr. CHEN Yuhong (*Chairman and Managing Director*), Dr. TANG Zhenming, Mr. WANG Hui, Mr. JIANG Xiaohai

**Non-executive Directors:**

Dr. ZHANG Yaqin, Ms. SHEN Lipu, Dr. SONG Jun, Mr. ZHAO John Huan, Mr. LIN Sheng

**Independent Non-executive Directors:**

Mr. XU Zeshan, Mr. ZENG Zhijie, Dr. LEUNG Wing Yin

\* *For identification purposes only*