

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim 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: 354)

VOLUNTARY ANNOUNCEMENT

**SHARE TRANSACTIONS INVOLVING THE SHARE CAPITAL
OF THE COMPANY**

Arranger



Mizuho Securities Asia Limited

This is a voluntary announcement (the “Announcement”) made by Chinasoft International Limited (the “Company”).

The board of directors of the Company was notified by International Finance Corporation (“IFC”) that on 13 August 2010, IFC entered into an agreement with Fantastic Dynasty Limited and two other investors to transfer (the “Preferred Shares Transfer”) to each of them 38,300,000, 11,700,000 and 17,250,000 senior redeemable convertible preferred shares of HK\$0.05 each of the Company (the “Preferred Shares”) at a price of HK\$1.57 each respectively. The Preferred Shares Transfer completed on the same day. Fantastic Dynasty Limited (“Fantastic”) is wholly and beneficially owned by Dr. Chen Yuhong (“Dr. Chen”), the chief executive officer and the managing director of the Company. Fantastic acquired the Preferred Shares with the funding obtained by share margin financing with a securities brokerage company. Fantastic has advised that it had disposed of 22,967,472 ordinary shares of HK\$0.05 each in the share capital of the Company (the “Shares”) held by it on 13 August 2010 to certain independent third parties (the “Share Disposal”). On the assumption of full conversion of the Preferred Shares held by it into Shares, the shareholding of Fantastic in the Company would have increased by 15,332,528 Shares compared to its shareholding before the Preferred Shares Transfer and Share Disposal.

To the best knowledge of the directors of the Company (the “Directors”), as of the date of this announcement, IFC beneficially owned interest in 67,250,000 Preferred Shares before the completion of the Preferred Shares Transfer. As disclosed in the interim results announcement of the Company dated 6 August 2010, IFC also owned 15,550,000 Shares as of 5 August 2010. IFC has advised that it had disposed of all of its Shares as of 10 August 2010. Immediately after completion of the Preferred Shares Transfer, IFC does not hold any equity interest in the Company.

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

Hong Kong, 13 August 2010

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

Executive Directors:

Dr. Chen Yuhong (*Managing Director*)
Mr. Wang Hui
Dr. Tang Zhenming

Non-executive Directors:

Dr. Cui Hui (*Chairman*)
Mr. Duncan Chiu
Mr. Fang Jun
Mr. Liu Zheng
Dr. Zhang Yaqin

Independent non-executive Directors:

Mr. Xu Zeshan
Mr. Zeng Zhijie
Dr. Leung Wing Yin

* *For identification purpose only*