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CHINASOFT INTERNATIONAL LIMITED

中軟國際有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8216)

DELAY IN DISPATCH OF CIRCULAR

The Company has applied to the Stock Exchange for an extension of deadline for dispatch of the Circular in relation to, among other things, the proposed Issue of the Series A Preferred Shares; proposed adoption of the Re-stated Memorandum and Articles; and Continuing connected transaction with Microsoft from 25 November 2005 to 9 December 2005.

Reference is made to the announcements made by the Company dated 21 October 2005 (the “First Announcement”) and 11 November 2005 (the “Second Announcement”) in relation to, among other things, the proposed issue of the Series A Preferred Shares; proposed adoption of the Re-stated Memorandum and Articles; and continuing connected transaction with Microsoft (the “Transaction”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Announcement.

Pursuant to GEM Listing Rule 20.49, the circular, including the letter from the IFA, in relation to the proposed issue of the Series A Preferred Shares; proposed adoption of the Re-stated Memorandum and Articles; and continuing connected transaction with Microsoft (the “Circular”) should be sent to the Shareholders within 21 days after publication of the Announcement, which in this case on or before 14 November 2005. An extension of time has been applied and granted to dispatch the Circular on or before 25 November 2005.

For the finalization of the Circular, as the working parties of the Transaction are located in Hong Kong, the PRC and the United States of America, extra time and effort are required to cooperate between the team members to finalize the information in the Circular. In this circumstance, the Company has made another application to the Stock Exchange for an extension of time for dispatch of the Circular to the Shareholders on or before 9 December 2005.

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

Hong Kong, 24 November 2005

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*