

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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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 25th May, 2006.

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 26.34% of the total issued Shares and approximately 20.95% 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 26.34% of the total issued Shares and approximately 20.95% of the total voting rights at general meetings of the Company.

Far East Technology International Limited, which is interested in 169,889,822 Shares representing approximately 22.48% of the total issued Shares and approximately 17.88% 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 10.24% 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 10.24% 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:
3rd Floor, No.3 Building, Chinasoft Building
No.55 Xue Yuan Nan Road
Haidian District, Beijing
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 : 755,620,755

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 78,210,000 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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Dr. Leung Wing Yin, Patrick

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Mr. Liu Zheng

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Mr. He Ning

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Mr. Zeng Zhijie