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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)

RE-DESIGNATION OF DIRECTOR

Dr. SONG Jun has been re-designated as independent non-executive director of the Company with effect from 28 December 2012.

The board of directors (the “**Board**”) of Chinasoft International Limited (the “**Company**”) hereby announces that Dr. SONG Jun (“**Dr. Song**”) has been re-designated from a non-executive director of the Company to an independent non-executive director of the Company with effect from 28 December 2012 (“**Re-designation**”).

Dr. Song Jun, aged 50, was appointed as non-executive director of the Company on 18 May 2011 and was re-designated as independent non-executive director of the Company on 28 December 2012. Dr. Song has over 20 years of extensive experience in corporate management and operation. Dr. Song obtained a doctorate degree from Tsinghua University in 1990. He is a professor and also currently the vice president and secretariat of Tsinghua University Education Foundation. He had held the positions of chairman and president of Tsinghua Holdings Co., Ltd. and director or chairman of over ten affiliates of Tsinghua Holdings Co., Ltd. Dr. Song is currently an independent director of Gemdale Corporation, a company listed on the Shanghai Stock Exchange (stock code: 600383). Dr. Song had been an independent non-executive director of China Glass Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 3300), during the period of 30 May 2005 to 30 June 2011.

Save as disclosed herein, Dr. Song did not hold any directorship in the three years prior to the date of this announcement in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Dr. Song does not have any interest in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the date of this announcement. Dr. Song does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

Dr. Song has been appointed as independent non-executive director of the Company for a term ending on 17 May 2013. Dr. Song has not entered into a service contract with the Company. He will receive no fixed remuneration for holding the office of an independent non-executive director of the Company. Dr. Song may, however, be paid a discretionary director's fee in a sum to be determined by the remuneration committee of the Company with reference to his performance by the end of each financial year. His appointment shall continue from its effective date and subject to retirement from office and re-election at the next general meeting of the Company in accordance with the articles of association of the Company. The appointment and reappointment of the directors of the Company shall be subject to approval by the Shareholders in the general meeting.

Dr. Song confirms that he has no disagreement with the Board and there are no matters regarding his Re-designation which need to be brought to the attention of the Stock Exchange and the shareholders of the Company (the "**Shareholders**")

Having regard that Dr. Song did not take part in the day-to-day management or perform any management role or executive function in the Company or any of its subsidiaries before the Re-designation, the Company considers that his previous position as a non-executive director of the Company has no bearing on his independence as an independent non-executive director of the Company, notwithstanding that such previous directorship may fall within the independence guideline in Rule 3.13(7) of the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**") among other factors which may affect independence.

Save as disclosed above, there are no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to the Re-designation, nor is there any other matter which needs to be brought to the attention of the Shareholders in relation to the Re-designation.

The Board wishes to express its sincere gratitude to Dr. Song for his valuable contribution to the Company during his tenure of office as non-executive director of the Company and warmly welcomes him in his new role in the Company.

By order of the Board
Chinasoft International Limited
Dr. CHEN Yuhong
Chairman and Chief Executive Officer

28 December 2012, Hong Kong

As at the date of this announcement, the Board comprises:

Executive Directors:

Dr. CHEN Yuhong (*Chairman and Chief Executive Officer*), Dr. TANG Zhenming, Mr. WANG Hui, Mr. JIANG Xiaohai

Non-executive Directors:

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

Independent Non-executive Directors:

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

* *For identification purpose only*