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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Chinasoft International Limited, you should at once hand this supplemental circular and the accompanying second proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**SUPPLEMENTAL CIRCULAR RELATING TO RE-ELECTION OF  
RETIRING DIRECTORS AT THE ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company (the “Shareholders”) dated 16 April 2015 (the “Circular”).

A notice of the annual general meeting of the Company, which will be held at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen’s Road Central, Hong Kong on Monday, 18 May 2015 at 4:00 p.m. (the “AGM”), is set out on pages 15 to 19 of the Circular. A supplemental notice of the AGM dated 2 May 2015 is set out on pages 6 and 7 of this supplemental circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying second proxy form in accordance with the instructions printed thereon. Completion and return of the second proxy form will not preclude the Shareholders from attending and voting at the AGM or any adjournment thereof if you so wish.

\* *For identification purpose only*

Hong Kong, 2 May 2015

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## DEFINITIONS

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*In this supplemental circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen’s Road Central, Hong Kong on Monday, 18 May 2015 at 4:00 p.m.;
“AGM Notice”	the notice dated 16 April 2015 for convening the AGM as set out on pages 15 to 19 of the Circular;
“Circular”	the circular dated 16 April 2015 issued by the Company to the Shareholders, relating to, amongst others, proposed general mandates to repurchase shares and to issue new shares, re-election of retiring Directors and refreshment of scheme mandate limit;
“Closing Time”	a time which is not less than 48 hours before the time appointed for the AGM or any adjournment thereof;
“Corporate Governance Code”	Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules;
“First Proxy Form”	the form of proxy which has been sent to the Shareholders on 16 April 2015 together with the Circular and the accompanying AGM Notice;
“Latest Practicable Date”	29 April 2015, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information containing herein; and
“Second Proxy Form”	the new form of proxy enclosed with this supplemental circular.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Dr. Chen Yuhong (*Chairman and Chief Executive Officer*)

Dr. Tang Zhenming

Mr. Wang Hui

*Non-executive Director:*

Dr. Zhang Yaqin

*Independent Non-executive Directors:*

Mr. Zeng Zhijie

Dr. Leung Wing Yin Patrick

Dr. Song Jun

*Registered Office:*

Century Yard, Cricket Square,  
Hutchins Drive, P.O. Box 2681,  
George Town, Grand Cayman KY1-1111,  
Cayman Islands,  
British West Indies

*Principal place of business in Hong Kong:*

Unit 4607-8, 46th Floor,  
COSCO Tower,  
No.183 Queen's Road Central,  
Hong Kong

2 May 2015

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR RELATING TO RE-ELECTION OF  
RETIRING DIRECTORS AT THE ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Circular and the AGM Notice. Unless otherwise defined in this supplemental circular, capitalised terms used herein shall have the same meanings as those defined in the Circular. The purpose of this supplemental circular is to provide you with information regarding (i) the change in the resolution to consider and approve the re-election of retiring Directors and (ii) the arrangement for the First Proxy Form and the Second Proxy Form; and to give you a supplemental notice of the AGM, which is set out on pages 6 and 7 of this supplemental circular.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

It is stated in the Circular that Dr. Song Jun intends to retire from his directorship with the Company, he will retire from office at the AGM and will not offer himself for re-election. Dr. Chen Yuhong and Mr. Zhao John Huan, being those among the other Directors who have been longest in office since their last re-election, shall retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

The Board stated that due to his personal commitment on undertaking certain posts in the Mainland China, Dr. Song will retire at the conclusion of the AGM. The Board would like to thank Dr. Song for his contribution to the Company during his service.

The Company announced on 28 April 2015 that Mr. Zhao John Huan and Mr. Lin Sheng have resigned as non-executive Directors with effect from 27 April 2015. As the number of existing Directors reduces to 7, the said change of directorship has not given rise to a change in the number of Directors who are subject to retirement by rotation at the AGM. Dr. Song Jun, Dr. Chen Yuhong and Dr. Leung Wing Yin Patrick shall retire at the AGM. Other than Dr. Song Jun will not offer himself for re-election, the other two retiring Directors will, being eligible, offer themselves for re-election at the AGM.

Dr. Leung Wing Yin Patrick was appointed and has served as independent non-executive Director for more than nine years since March 2006. Pursuant to code provision A.4.3 of the Corporate Governance Code, (a) having served the Company for more than nine years could be relevant to the determination of an independent non-executive director's independence and (b) if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders.

The Company has received from Dr. Leung Wing Yin Patrick a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Dr. Leung Wing Yin Patrick has not engaged in any executive management of the Group. Taking into consideration of his independent scope of works in the past years, the Directors consider Dr. Leung Wing Yin Patrick to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Accordingly, Dr. Leung Wing Yin Patrick shall be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the Shareholders at the AGM.

Details of Dr. Chen Yuhong, one of the retiring Directors who are proposed to be re-elected at the AGM, are set out in Appendix II to the Circular. Details of Dr. Leung Wing Yin Patrick, the other retiring Director who is proposed to be re-elected at the AGM, are set out below.

#### **Dr. Leung Wing Yin Patrick (Independent Non-executive Director)**

Dr. Leung Wing Yin Patrick (梁永賢), aged 58, was appointed on 22 March 2006. Dr. Leung has many years working experience in internal auditing and corporate finance in banks. He holds a doctor's degree in accounting from the University of New South Wales, Australia, and is a member of Certified Public Accountants of Australia, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Hong Kong Securities Institute. Dr. Leung is an Assistant Professor and a Doctor Student Supervisor at the School of Accounting and Finance of the Hong Kong Polytechnic University. Dr. Leung previously worked as a consultant in a firm of Certified Public Accountants and as a Senior Lecturer at Charles Sturt University, Australia and the City University of Hong Kong.

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## LETTER FROM THE BOARD

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Dr. Leung is the chairman of the remuneration committee, nomination committee and audit committee of the Company.

In the last three years, Dr. Leung did not hold any other directorships in public companies listed on any securities market in Hong Kong or overseas.

Dr. Leung is not connected with any other Directors, senior management of the Company, substantial or controlling Shareholders and, as at the Latest Practicable Date, does not have any interest in the securities of the Company which are required to be disclosed under Part XV of the SFO.

Dr. Leung has been appointed as an independent non-executive Director since 22 March 2006. Dr. Leung has not entered into any service contract with the Company. Dr. Leung receive no remuneration for his position as an independent non-executive Director. Dr. Leung is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration to Dr. Leung will be reviewed and determined by the remuneration committee of the Company with reference to his performance by the end of each financial year.

Save as disclosed above, Dr. Leung confirmed that there are no matter that needs to be brought to the attention of the Shareholders and there are no information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### **SECOND PROXY FORM**

As a result of the change in Directors to be retired and offered for re-election at the AGM subsequent to the despatch of the Circular containing the AGM Notice and the First Proxy Form, the Second Proxy Form containing such change is enclosed with this supplemental circular.

Shareholders are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than the Closing Time. Special arrangements about the Second Proxy Form are set out in the Appendix to this supplemental circular. Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay attention to such arrangements set out in the Appendix.

### **ADDITIONAL INFORMATION**

Your attention is drawn to the additional information set out in the Appendix to this supplemental circular.

Yours faithfully,  
By Order of the Board  
**Chinasoft International Limited**  
**Dr. Chen Yuhong**  
*Chairman and Chief Executive Officer*

A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar in Hong Kong is requested to lodge the Second Proxy Form with the instructions printed thereon. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar in Hong Kong.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar in Hong Kong should note that:

- (i) if no Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his discretion or abstain on any resolution properly put to the AGM other than those referred to in the AGM Notice, as supplemented by the supplemental notice of the AGM, and the First Proxy Form, as revised by the Second Proxy Form;
- (ii) if the Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong before the Closing Time, the Second Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by him; or
- (iii) if the Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Second Proxy Form will be invalid and in the latter case, the validity of the Second Proxy Form will be subject to the discretion of the Board. Whether or not the Second Proxy Form is valid, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the First Proxy Form will not be counted in any poll which may be taken on a proposed resolution. **Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form before the Closing Time.** If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude Shareholders from attending and voting at the AGM or any adjourned meeting should they so wish.

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## SUPPLEMENTAL NOTICE OF AGM

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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)**

### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This notice is supplemental to the notice of annual general meeting (the “AGM Notice”) published on 16 April 2015 by the Company to convene the annual general meeting (the “AGM”) at Units 4607-8, 46th Floor, COSCO Tower, No.183 Queen’s Road Central, Hong Kong on Monday, 18 May 2015 at 4:00 p.m.

Details of the proposed resolutions to be considered at the AGM were stated in the AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 16 April 2015. Apart from the amendments stated below, all the information contained in the AGM Notice remains to be valid and effective.

Due to the change in the re-election of the retiring Directors as set out in the supplemental circular of the Company dated 2 May 2015, resolution numbered 2 stated in the AGM Notice should be deleted in its entirety and replaced by the following:

- “2. (i) To re-elect Dr. Chen Yuhong as executive director of the Company;
- (ii) To re-elect Dr. Leung Wing Yin Patrick (who has served as an independent non-executive director for more than 9 years) as independent non-executive director of the Company;”

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

2 May 2015

\* For identification purpose only

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## SUPPLEMENTAL NOTICE OF AGM

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*Registered Office:*

Century Yard, Cricket Square,  
Hutchins Drive, P.O. Box 2681,  
George Town, Grand Cayman KY1-1111,  
Cayman Islands,  
British West Indies

*Principal Place of Business in Hong Kong:*

Units 4607-8, 46th Floor,  
COSCO Tower,  
No.183 Queen's Road Central,  
Hong Kong

*Notes:*

1. A second proxy form is enclosed with the supplemental circular of the Company dated 2 May 2015. The proxy form despatched together with the circular of the Company dated 16 April 2015 is superseded by the second proxy form.
2. Please refer to the AGM Notice for details of the other ordinary resolutions to be passed at the AGM, proxy and other relevant matters.