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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)**

**POSSIBLE ESTABLISHMENT OF AN  
AMERICAN DEPOSITARY RECEIPT FACILITY**

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

The Company desires to access the capital market of North America. To broaden the basis of shareholders for institutional investors and to enhance the liquidity of the ordinary shares of the Company (“Shares”), the Board of Directors (the “Directors”) has resolved to seek to establish an American Depositary Receipt (the “ADR”) facility.

An ADR is a negotiable receipt, resembling a share certificate which is issued by a United States (“US”) depository bank appointed by the Company to evidence one or more American Depositary Shares (“ADS”), each represents a pre-determined number of the Company’s ordinary shares. In the form of facilities adopted by the Company, the ADSs will be issued against the Shares trading on the Main Board of the Stock Exchange of Hong Kong Limited that will be deposited with the depository bank under the facility.

The initial establishment of the ADR facility may or may not involve issuing of new Shares. Where the establishment of the ADR does not involve issuing new Shares, the ADSs to be issued will be based on the outstanding Shares of the Company. The plan is expected to be completed before 30 September 2011.

To support the establishment of the ADR, China National Computer Software & Information Technology Service Corporation (Hong Kong) Limited, (currently holds 165,315,713 ordinary shares of the Company, representing 13.55% of the outstanding ordinary shares of the Company) have agreed not to dispose the Shares of the Company from the date of this announcement to 30 September 2011 or the date the establishment completed, whenever earlier.

The Directors believe that establishing an ADR facility will provide the Company with an exposure to the US investors at a minimal cost.

*The establishment of the ADR facility is still a preliminary plan thus the plan may or may not be proceeded. Further announcement(s) in respect of the ADR facility will be made by the Company in accordance with applicable requirements of the Listing Rules as and when appropriate. Shareholders and potential investors are advised to exercise caution when trading the Shares.*

By order of the Board  
**Chinasoft International Limited**  
**CHEN Yuhong**  
*Managing Director*

Hong Kong, 1 February 2011

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

*Executive Directors:*

Dr. CHEN Yuhong (*Managing Director*), Dr. TANG Zhenming, Mr. WANG Hui

*Non-executive Directors:*

Dr. CUI Hui (*Chairman*), 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 purposes only*