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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors of Chinasoft International Limited (the “**Company**”) announces that on 11 October, 2016, the Company granted an aggregate of 80,000,000 share options (the “**Options**”) to certain eligible grantees (the “**Grantees**”), subject to acceptance by the Grantees, under the share option scheme of the Company adopted on 20 May, 2013. The Options entitle the Grantees to subscribe for an aggregate of 80,000,000 new ordinary shares of HK\$0.05 each in the capital of the Company (“**Shares**”) upon exercise in full. The exercise price of the Options is HK\$3.69 per Share, which represents the highest of (i) the closing price of HK\$3.69 per Share on the date of grant of the Options; (ii) the average closing price of HK\$3.648 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant of the Options; and (iii) the nominal value of the Shares.

The Options are exercisable during the following periods:

- (i) up to 50% of the Options granted to each Grantee from 11 October, 2017 to 10 October, 2020;
- (ii) up to a further 30% of the Options granted to each Grantee from 11 October, 2018 to 10 October, 2020; and
- (iii) up to a further 20% of the Options granted to each Grantee from 11 October, 2019 to 10 October, 2020.

The Options are subject to a vesting condition that the market capitalization of the Company shall reach HK\$12 billion or higher for 5 consecutive trading days during the exercise period.

The granting of Options to the above Grantees have been reviewed by Remuneration Committee of the Company and approved by the Independent Non-executive Directors of the Company.

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

11 October 2016, Hong Kong

As at the date of this announcement, the Board comprises two executive Directors, namely Dr. Chen Yuhong (Chairman and Chief Executive Officer) and Dr. Tang Zhenming, two non-executive Directors, namely Dr. Zhang Yaqin and Mr. Samuel Thomas Goodner, and three independent non-executive Directors, namely Mr. Zeng Zhijie, Dr. Leung Wing Yin and Dr. Lai Guanrong.

* *For identification purposes only*