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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 23 January, 2014, the Company granted an aggregate of 110,000,000 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 110,000,000 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\$2.15 per Share, which represents the highest of (i) the closing price of HK\$2.12 per Share on the date of grant of the Options; (ii) the average closing price of HK\$2.15 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 30% of the Options granted to each Grantee from 23 January, 2014 to 22 January, 2017;
- (ii) up to a further 30% of the Options granted to each Grantee from 23 January, 2015 to 22 January, 2017; and

(iii) up to a further 40% of the Options granted to each Grantee from 23 January, 2016 to 22 January 2017.

Among the 110,000,000 Options granted, 30,000,000 Options were granted to the following Directors of the Company as follows:

Name of Directors	Position	Number of Options Granted
Dr. Chen Yuhong	Chairman & Chief Executive Officer	10,000,000
Dr. Tang Zhenming	Executive Director	10,000,000
Mr. Wang Hui	Executive Director	10,000,000

The Options are subject to a vesting condition that the market capitalization of the Company shall reach HK\$10 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

23 January, 2014, Hong Kong

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

Executive Directors:

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

Non-executive Directors:

Mr. ZHAO John Huan, Dr. ZHANG Yaqin, Mr. LIN Sheng

Independent Non-executive Directors:

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

* *For identification purposes only*