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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)

CONVERSION OF CONVERTIBLE NOTES

On 16 November, 2016, the Company has received a formal request from our Noteholder holding RMB40 million Convertible Notes of the Company, to convert all of its Convertible Notes into the Company’s Ordinary Shares and the Board of the Company has approved the conversion. Hence, 23,280,990 Ordinary Shares of the Company, represent approximately 1.05% of the issued share capital of the Company immediately before the conversion and approximately 1.04% of the issued share capital of the Company immediately after the conversion, will be issued to the Noteholder and no any Convertible Notes of the Company will be held by the Noteholder after the conversion.

Reference is made to the announcement of the Company dated 23 October 2013 in relation to the extension of maturity date of the Convertible Notes and the announcement dated 30 November 2010 and the circular of the Company dated 1 November 2010 (the “**Circular**”) in the relation to, among others, the issue of the Convertible Notes in an aggregate principal amount of RMB200 million. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

The Company announces that on 16 November, 2016, the Company has received a formal request from our Noteholder holding RMB40 million Convertible Notes of the Company, to convert all of its Convertible Notes into the Company’s Ordinary Shares and the Board of the Company has approved the conversion. Hence, 23,280,990 Ordinary Shares of the Company, represent approximately 1.05% of the issued share capital of the Company immediately before the conversion and approximately 1.04% of the issued share capital of the Company immediately after the conversion, will be issued to the Noteholder and no any Convertible Notes of the Company will be held by the Noteholder after the conversion.

As at the date of this announcement, there were in total an aggregate number of 2,211,898,756 Ordinary Shares and RMB40 million Convertible Notes in issue. After the conversion carried out by the Noteholder, there would be in total an aggregate number of 2,235,179,746 Ordinary Shares in issue.

The Board of the Company is glad to welcome our Noteholder to be the Ordinary Shareholders of the Company.

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

16 November 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*