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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 19 September, 2012, the Company granted an aggregate of 30,000,000 share options (the “**Options**”) to certain staff members of the Company and its subsidiaries (the “**Grantees**”), subject to acceptance by the Grantees, under the share option scheme of the Company adopted on 2 June, 2003. The Options entitle the Grantees to subscribe for an aggregate of 30,000,000 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\$1.67 per Share, which represents the highest of (i) the closing price of HK\$1.67 per Share on the date of grant of the Options; (ii) the average closing price of HK\$1.664 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 19 September, 2012 to 18 September, 2015
- (ii) up to a further 30% of the Options granted to each Grantee from 19 September, 2013 to 18 September, 2015

(iii) up to a further 40% of the Options granted to each Grantee from 19 September, 2014 to 18 September 2015

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

20 September 2012, 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, Mr. JIANG Xiaohai

Non-executive Directors:

Mr. ZHAO John Huan, Dr. ZHANG Yaqin, Dr. SONG Jun, Mr. LIN Sheng, Ms SHEN Lipu

Independent Non-executive Directors:

Mr. ZENG Zhijie, Dr. LEUNG Wing Yin, Mr. XU Zeshan

* *For identification purposes only*