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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 14 December, 2016, the Company has received a formal request from our Noteholder holding USD70 million Convertible Notes of the Company, to convert USD30 million of its Convertible Notes into the Company's Ordinary Shares and the Board of the Company has approved the conversion. Hence, 77,994,690 Ordinary Shares of the Company, represent approximately 3.49% of the issued share capital of the Company immediately before the conversion and approximately 3.37% 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 3 February 2016 (the “**Announcement**”) in relation to the issuance of Convertible Notes in an aggregate principal amount of USD70 million under the General Mandate and the announcements dated 15 February 2016 and 10 March 2016 respectively in the relation to the completion of the issuance of the first and the second tranche of Convertible Notes under the General Mandate. 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 14 December, 2016, the Company has received a formal request from our Noteholder holding USD70 million Convertible Notes of the Company, to convert USD30 million of its Convertible Notes into the Company's Ordinary Shares and the Board of the Company has approved the conversion. Hence, 77,994,690 Ordinary Shares of the Company, represent approximately 3.49% of the issued share capital of the Company immediately before the conversion and approximately 3.37% of the issued share capital of the Company immediately after the conversion, will be issued to the Noteholder and USD40 million 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 2,235,929,746 Ordinary Shares and USD70 million Convertible Notes in issue. After the conversion carried out by the Noteholder, there would be in total an aggregate number of 2,313,924,436 Ordinary Shares and USD40 million Convertible Notes 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

14 December 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