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中 軟 國 際

CHINASOFT INTERNATIONAL LIMITED

中 軟 國 際 有 限 公 司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 354)

**(1) INSIDE INFORMATION;
AND
(2) RESUMPTION OF TRADING**

This announcement is made by Chinasoft International Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “**SFO**”).

Reference is made to the announcement of the Company dated 8 July 2015 in relation to an acquisition of remaining interest of a joint venture (the “**Acquisition**”).

The board of directors (“**Board**”) of the Company would like to further announce that the Acquisition is in relation to the proposed acquisition by the Company of 40% interest of 中軟國際科技服務有限公司 (Chinasoft International Technology Services Co., Ltd.*) (“**Chinasoft International Services**”) held by 華為技術有限公司 (Huawei Technology Company Limited*) (“**Huawei**”).

Chinasoft International Services is a joint venture established in the PRC in April 2012 which is owned as to 60% and 40% by a wholly-owned subsidiary of the Company and Huawei respectively as at the date of this announcement. Upon completion of the Acquisition, Chinasoft International Services will become a wholly-owned subsidiary of the Company.

During the negotiation process up to the release of this announcement, various terms including the consideration for the Acquisition had been discussed and negotiated. It is the intention of the parties that the consideration for the Acquisition to be settled by way of issue of new ordinary shares of the Company (“**Consideration Shares**”) and that the Consideration Shares will be subject to a lock up period of two years from the date of issue. The number of Consideration Shares to be issued is expected not to exceed 5% of

the issued share capital of the Company as enlarged by the Consideration Shares. The Company is of the view with the issue of the Consideration Shares to Huawei enables the Company to fostering a closer strategic cooperation and strengthening the strategic cooperation with Huawei. Despite the efforts of the parties spent on negotiating for the terms of the Acquisition, no agreement thereof has been reached and it is not anticipated that the negotiation on all the terms could be finalised and agreed within a very short period of time. In view of the progress of the negotiation of the Acquisition, the Board requested for a resumption of the trading in the ordinary shares of the Company (the “Shares”) on the Stock Exchange. However, the Board emphasises that the terms of the Acquisition may be subject to further changes and the Acquisition may or may not proceed and wishes to advise the shareholders and investors of the Company to exercise caution when dealing in the Shares.

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on 8 July 2015 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 10 July 2015.

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

Hong Kong, 10 July 2015

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

Executive Directors:

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

Non-executive Directors:

Dr. ZHANG Yaqin

Independent Non-executive Directors:

Mr. ZENG Zhijie, Dr. LEUNG Wing Yin, Dr. LAI Guanrong

* *For identification purposes only*