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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)

DISCLOSEABLE TRANSACTION

ACQUISITION OF ALL EQUITY INTERESTS IN CATAPULT SYSTEMS, LLC

Financial Adviser to Chinasoft International Limited

STIFEL

The Board wishes to announce that on 13 November 2013 (Hong Kong time), CSI (an indirectly wholly-owned subsidiary of the Company) as purchaser, the Vendor as vendor, Chinasoft HK, the Target Company and the Interest Holders, entered into the Agreement pursuant to which CSI has agreed to acquire and the Vendor has agreed to sell the entire membership interests (i.e. issued share capital) of the Target Company in two phases at an aggregated consideration of US$41,000,000. Under the Agreement, the Acquisition shall take place in two phases:- (i) completion of sale and purchase of 92.5% of the entire issued share capital of the Target Company shall be taken place on the later of 18 November 2013 or such date which is two Business Days after the satisfaction or waiver of the conditions set forth in the Agreement at a consideration of US$37,925,000 (the "**Initial Purchase**") and (ii) completion of the sale and purchase of the remaining 7.5% shall be taken place within 120 days from 31 December 2016 at a consideration of US$3,075,000 subject to the conditions pursuant to the terms of the Agreement (the "**Second Purchase**").

The Target Company is headquartered in Austin Texas, USA, and is principally engaged in providing Microsoft product and technology consultancy services (including Cloud and Mobile), with strong capabilities and Microsoft credentials and reputation. Upon completion of the Agreement, the Target Company will become a wholly-owned subsidiary of the Company. The Target Company implements innovative technology solutions that enable clients to achieve business objectives while deriving the maximum value from their Microsoft technology investments. The Target Company has launched four new capabilities over the past several years