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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of the Company dated 4 May 2015 (“Announcement”) in relation to, among other matters, the Placing. Capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that the conditions of the Placing Agreement have been fulfilled and the Completion took place on 12 May 2015.

50,000,000 Placing Shares have been successfully placed by the Placing Agent to the Placees, namely (i) China Life Franklin Asset Management Co., Ltd, (ii) China Life Trustee Limited – China Life Franklin Clients Account and (iii) The Peoples Insurance Company (Group) Of China Limited at the Placing Price of HK\$3.68 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners are Independent Third Parties. None of the Placees has become a substantial Shareholder (as defined in the Listing Rules) of the Company immediately after the Completion.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company immediately before and after the Completion:

Shareholders	Immediately before the completion of Placing		Immediately after the completion of Placing	
	Shares	%	Shares	%
<u>Directors</u>				
Dr. Chen Yuhong (<i>Note</i>)	254,392,861	12.80%	254,392,861	12.48%
Dr. Tang Zhenming	11,827,765	0.60%	11,827,765	0.58%
Mr. Wang Hui	8,281,838	0.42%	8,281,838	0.41%
Mr. Zeng Zhijie	250,000	0.01%	250,000	0.01%
<u>Public Shareholders</u>				
BOCOM International	50,000,000	2.51%	50,000,000	2.45%
<u>Placees</u>				
– The Peoples Insurance Company (Group) Of China Limited	–	–	25,000,000	1.22%
– China Life Trustee Limited-China Life Franklin Clients Account	–	–	20,000,000	0.98%
– China Life Franklin Asset Management Co., Ltd.	–	–	5,000,000	0.25%
Other Public Shareholders	1,663,235,293	83.66%	1,663,235,293	81.62%
Total	<u>1,987,987,757</u>	<u>100.00%</u>	<u>2,037,987,757</u>	<u>100.00%</u>

Note: The interest of Dr. CHEN Yuhong is held either directly by himself, through Prime Partners Development Limited, a corporation wholly owned by him and through a discretionary trust.

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

Hong Kong, 12 May 2015

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

Executive Directors:

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

Non-executive Director:

Dr. ZHANG Yaqin

Independent Non-executive Directors:

Mr. ZENG Zhijie, Dr. LEUNG Wing Yin, Dr. SONG Jun

* *For identification purpose only*