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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 15 May, 2009, the Company granted an aggregate of 48,437,868 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 48,437,868 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\$0.71 per Share, which represents the highest of (i) the closing price of HK\$0.71 per Share on the date of grant of the Options; (ii) the average closing price of HK\$0.688 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 15 May, 2009 to 14 May, 2012
- (ii) up to a further 30% of the Options granted to each Grantee from 15 May, 2010 to 14 May, 2012

(iii) up to a further 40% of the Options granted to each Grantee from 15 May, 2011 to 14 May, 2012

By order of the Board
Chinasoft International Limited
Dr. Chen Yuhong
Managing Director

Hong Kong, 18 May, 2009

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

Executive Directors:

Dr. CHEN Yuhong (*Managing Director*)
Dr. TANG Zhenming
Mr. WANG Hui

Non-executive Directors:

Dr. CUI Hui (*Chairman*)
Mr. Duncan CHIU
Mr. LIU Zheng
Dr. ZHANG Yaqin
Mr. FANG Jun

Independent Non-executive Directors:

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

* *For identification purposes only*