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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)

**TERMINATION OF VERY SUBSTANTIAL DISPOSAL,
VERY SUBSTANTIAL ACQUISITION
AND
PROPOSED SPIN-OFF**

This announcement is made by Chinasoft International Limited (the “**Company**”) pursuant to Rule 13.09 and Rule 14.36 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 2 August 2016, 23 August 2016 and 8 September 2016 (collectively, the “**Announcements**”) in relation to the But’one TPG Merger and the proposed Spin-off. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Announcements.

On 12 September 2016, the parties to the Asset Purchase and Share Issue Agreement, due to policies, mutually agreed not to proceed with the But’one TPG Merger and entered into a termination agreement on the same day to terminate the But’one TPG Merger (the “**Termination Agreement**”).

The Termination Agreement shall become effective upon fulfillment of the following conditions:

- (i) But’one having convened a But’one Board meeting to consider and approve the Termination; and
- (ii) the legal representative of CSI China having considered and approved the Termination (i.e. the legal representative will execute the Termination Agreement on behalf of CSI China).

All the above conditions to the Termination Agreement have been fulfilled on the date of this announcement. Thus, the Termination Agreement becomes effective on 12 September 2016.

The Directors believe that the Termination shall have no material adverse impact on the business, operations and financial position of the Group.

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

12 September 2016, Beijing

As at the date of this announcement, the Board comprises two executive Directors, namely Dr. Chen Yuhong 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 Patrick and Dr. Lai Guanrong.

* *For identification purpose only*