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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)**

**TRANSFER OF CONVERTIBLE NOTES  
AND  
CONVERSION OF CONVERTIBLE NOTES**

Reference are made to the announcement of the Company dated 3 February 2016 in relation to the issuance of Convertible Notes in an aggregate principal amount of US\$70 million under the General Mandate, the announcements dated 15 February 2016 and 10 March 2016 respectively in the relation to the completion of the issuance of the first and the second tranche of Convertible Notes under the General Mandate, and the announcement dated 14 December 2016 and 24 April 2018 respectively in relation to the conversion of Convertible Notes in an aggregate principal amount of US\$30 million and US\$10 million respectively (collectively the “Announcements”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise stated.

**TRANSFER OF CONVERTIBLE NOTES**

On 6 March 2019, the Company has received a formal request from our Noteholder holding US\$30 million Convertible Notes of the Company, to transfer a total principal amount of US\$30 million to Mr. Zhong (the “New Noteholder”), who is the ultimate beneficial owner of one of the Noteholder’s limited partners. The Company has registered the transfer of the Convertible Notes in the Register of Noteholders of the Company.

**CONVERSION OF CONVERTIBLE NOTES**

On 6 March 2019, the Company has received a formal request from our New Noteholder holding US\$30 million Convertible Notes of the Company, to convert US\$30 million of its Convertible Notes into the Company’s Ordinary Shares and the Board of the Company has approved the conversion. Hence, 77,994,692 Ordinary Shares of the

Company, represent approximately 3.16% of the issued share capital of the Company immediately before the conversion and approximately 3.07% of the issued share capital of the Company immediately after the conversion, will be issued to the New Noteholder and no more Convertible Notes of the Company will be held by the New Noteholder after the conversion.

As at the date of this announcement, there were in total an aggregate number of 2,466,312,666 Ordinary Shares and US\$30 million Convertible Notes in issue. After the conversion carried out by the New Noteholder, there would be in total an aggregate number of 2,544,307,358 Ordinary Shares.

The Board of the Company is glad to welcome our New Noteholder to be the Ordinary Shareholder of the Company.

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

6 March 2019, Hong Kong

*As at the date of this announcement, the Board comprises two executive Directors, namely Dr. Chen Yuhong (Chairman and Chief Executive Officer) and Dr. Tang Zhenming, three non-executive Directors, namely Dr. Zhang Yaqin, Mr. Gao Liangyu and Mrs. Gavriella Schuster, and three independent non-executive Directors, namely Mr. Zeng Zhijie, Dr. Lai Guanrong and Professor Mo Lai Lan.*

\* *For identification purposes only*