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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 OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Grant of options

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of Chinasoft International Limited (the “**Company**”) announces that on 27 August 2020 (the “**Grant Date**”), the Board has granted 90,000,000 options (the “**Options**” and each an “**Option**”) to certain eligible participants (the “**Grantees**” and each an “**Grantee**”) of the Company (being strategic partners and employees of the Group), subject to acceptance by the Grantees, to subscribe for a total of 90,000,000 new ordinary shares of HK\$0.05 each in the capital of the Company (the “**Shares**” and each a “**Share**”) pursuant to the 2013 share option scheme of the Company adopted on 20 May 2013 (the “**Scheme**”).

A summary of the terms of the Options granted to strategic partners is set out below:

Grant Date:	27 August 2020
Grantee:	Strategic partners
Exercise price of Options granted:	HK\$5.65 per Share, which is the highest among (i) the closing price of HK\$5.65 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Grant Date;

* *For identification purposes only*

- (ii) the average closing price of HK\$5.25 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five trading days immediately preceding the Grant Date; and
- (iii) the nominal value of each Share.

Consideration for the grant: HK\$1.00 to be paid by each Grantee upon acceptance of the Options

Number of Options granted: 50,000,000

Validity period of the Options (“**Option Period**”): Subject to vesting conditions and early termination, the Options shall be exercisable by the Option Grantees up to 26 August 2023.

- Exercising schedule of the Options:
1. the first 50% of the Options, at any time from the date of 27 August 2021 till the end of the Option Period;
 2. the remaining 50% of the Options, at any time from the date of 27 August 2022 till the end of the Option Period.

A summary of the terms of the Options granted to employees is set out below:

Grant Date: 27 August 2020

Grantee: Employees

- Exercise price of Options granted:
- (i) the closing price of HK\$5.65 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Grant Date;
 - (ii) the average closing price of HK\$5.25 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five trading days immediately preceding the Grant Date; and
 - (iii) the nominal value of each Share.

Consideration for the grant: HK\$1.00 to be paid by each Grantee upon acceptance of the Options

Number of Options granted:	40,000,000
Validity period of the Options (“ Option Period ”):	Subject to vesting conditions and early termination, the Options shall be exercisable by the Option Grantees up to 26 August 2024.
Exercising schedule of the Options:	<ol style="list-style-type: none"> 1. the first 40% of the Options, at any time from the date of 27 August 2021 till the end of the Option Period; 2. the next 30% of the Options, at any time from the date of 27 August 2022 till the end of the Option Period; 3. the remaining 30% of the Options, at any time from the date of 27 August 2023 till the end of the Option Period.

Of the total 40,000,000 Options, 5,400,000 Options were granted to the following Directors:

Name of Directors	Capacity	Number of Share Options granted
Dr. Zhang Yaqin	Non-executive Director (“ NED ”)	1,000,000
Mr. Gao Liangyu	NED	1,000,000
Mrs. Gavriella Schuster	NED	1,000,000
Mr. Zeng Zhijie	Independent Non-executive Director (“ INED ”)	800,000
Dr. Lai Guanrong	INED	800,000
Professor Mo Lai Lan	INED	800,000
	Total	<u>5,400,000</u>

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholders of the Company, or any of their respective associate(s) (as defined in the Listing Rules).

The grant of Options have been reviewed by Remuneration Committee of the Company.

The total number of the Shares issued and to be issued upon exercised the Options granted to each of NEDs respectively (including share options exercised, cancelled and outstanding share options) in any 12-months period does not exceed 1% of the total number of the Shares in issue of 2,624,707,358 Shares, as at the Date of Grant. The total number of the Shares issued and to be issued upon exercised the Options granted to each of INEDs respectively (including share options exercised, cancelled and outstanding share options) in any 12-months period does not exceed 0.1% of the total number of the Shares in issue, as at the Date of Grant and is not having an aggregate value, based on the closing price of the Shares as at the Date of Grant, in excess of HK\$5 million.

In accordance with Rule 17.04 (1) of the Listing Rules, the grant of the Options to each of the NEDs was approved by all three INEDs. The grant of the Options to each of the INEDs respectively was approved by the other two INEDs, excluding the Grantee himself or herself.

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

Hong Kong, 27 August 2020

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 Director, 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.