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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)

**ANNOUNCEMENT OF
(i) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 18 MAY 2015
(ii) RETIREMENT OF DIRECTOR**

The Board is pleased to announce that all resolutions proposed at the AGM held on 18 May 2015 were duly passed by the Shareholders attending and voting by way of poll. Dr. Song Jun retired as director at the conclusion of the AGM.

Reference is made to the notice of annual general meeting (the “AGM”) of Chinasoft International Limited (the “Company”) dated 16 April 2015 (the “Notice of AGM”) and the circular of the Company dated 16 April 2015 (the “Circular”). Reference is also made to the supplemental notice of AGM of the Company dated 2 May 2015 (the “Supplemental Notice of AGM”) and the supplemental circular of the Company dated 2 May 2015 (the “Supplemental Circular”).

POLL RESULTS OF THE AGM

The board of directors of the Company (the “Board”) is pleased to announce that all the ordinary resolutions proposed at the AGM were approved by the shareholders of the Company (the “Shareholders”) by poll at the AGM. The poll results in respect of the ordinary resolutions proposed at the AGM were as follows:

* *For identification purpose only*

ORDINARY RESOLUTIONS#		Number of votes cast and percentage of total number of votes cast (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and independent auditor of the Company for the year ended 31 December 2014.	583,932,528 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.	(i) To re-elect Dr. Chen Yuhong as executive director of the Company.	494,545,245 (84.69%)	89,387,283 (15.31%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
	(ii) To re-elect Dr. Leung Wing Yin Patrick (who has served as an independent non-executive director for more than 9 years) as independent non-executive director of the Company.	536,941,442 (91.95%)	46,991,086 (8.05%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3.	To authorise the board of directors of the Company to fix the remuneration of directors of the Company.	583,932,528 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of directors of the Company to fix their remuneration.	571,119,023 (97.93%)	12,087,505 (2.07%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
5.	Ordinary Resolution 5 (to grant general mandate to issue and allot new shares).	465,712,347 (79.93%)	116,912,181 (20.07%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			

ORDINARY RESOLUTIONS [#]		Number of votes cast and percentage of total number of votes cast (%)	
		For	Against
6.	Ordinary Resolution 6 (to grant general mandate to repurchase shares).	583,932,528 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
7.	Ordinary Resolution 7 (to extend general mandate granted to issue new shares).	464,986,347 (79.91%)	116,912,181 (20.09%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
8.	Ordinary Resolution 8 (to approve refreshment of the Scheme Mandate Limit).	484,158,237 (82.91%)	99,774,291 (17.09%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		

[#] *The full text of these resolutions is set out in the Notice of AGM and the Supplemental Notice of AGM contained in the Circular and the Supplemental Circular respectively.*

As at the date of the AGM, a total of 2,037,987,757 ordinary shares of the Company (the “Shares”) are in issue. The total number of Shares entitling the holders to attend and vote for or against the ordinary resolutions at the AGM is 2,037,987,757 Shares. There were no Shares entitling the holders to attend and abstain from voting in favour of the ordinary resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and there were no Shares requiring the holders to abstain from voting at the AGM under the Listing Rules.

Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong branch share registrar, was appointed as the scrutineer for vote-taking at the AGM.

RETIREMENT OF DIRECTOR

Dr. Song Jun retired from office as director after the conclusion of the AGM due to his personal commitment on undertaking certain posts in Mainland China.

Dr. Song Jun confirmed that he had no disagreement with the Board and there was no matter relating to his retirement that would need to be brought to the attention of the Shareholders.

The Board would like to thank Dr. Song Jun for his outstanding contributions to the Company during his service.

Following the retirement of Dr. Song Jun, the Company currently has only two independent non-executive directors, which falls below the minimum number required under Rule 3.10(1) of the Listing Rules. In order to fulfill the requirements of Rule 3.10(1) of the Listing Rules, the Company has identified a new independent non-executive director of the Company, and will make further announcement regarding the appointment as soon as practicable.

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

Hong Kong, 18 May 2015

As at the date of this announcement, the Board comprises:

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 Patrick