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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
POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 19 MAY 2014**

The Board is pleased to announce that all resolutions proposed at the AGM held on 19 May 2014 were duly passed by the Shareholders attending and voting by way of poll.

Reference is made to the notice of the annual general meeting (the “AGM”) of Chinasoft International Limited (the “Company”) dated 11 April 2014 (the “Notice of AGM”) and the circular of the Company dated 11 April 2014 (the “Circular”).

POLL RESULTS OF THE AGM

The board of the 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 by poll at the AGM. The poll results in respect of the ordinary resolutions proposed at the AGM were as follows:

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 auditors of the Company for the year ended 31 December 2013.	628,505,347 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			

* For identification purposes only

ORDINARY RESOLUTIONS#		Number of votes cast and percentage of total number of votes cast (%)	
		For	Against
2.	(i) To re-elect Dr. Tang Zhenming as executive director of the Company.	625,433,347 (99.51%)	3,072,000 (0.49%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
	(ii) To re-elect Mr. Zeng Zhijie (who has served as an independent non-executive director for more than 9 years) as independent non-executive director of the Company.	579,165,439 (92.15%)	49,339,908 (7.85%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
	(iii) To re-elect Dr. Song Jun as independent non-executive director of the Company.	625,433,347 (99.51%)	3,072,000 (0.49%)
	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.	628,505,347 (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 auditors of the Company and authorise the board of directors of the Company to fix their remuneration.	622,243,470 (99.39%)	3,835,848 (0.61%)
	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).	523,834,275 (83.35%)	104,671,072 (16.65%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
6.	Ordinary Resolution 6 (to grant general mandate to repurchase shares).	628,505,347 (100%)	0 (0%)
	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
7.	Ordinary Resolution 7 (to extend general mandate granted to issue new shares).	523,834,275 (83.35%)	104,671,072 (16.65%)
	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).	526,212,975 (83.72%)	102,292,372 (16.28%)
	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 contained in the Circular.

As at the date of the AGM, a total of 1,870,300,283 ordinary shares of the Company (the “Shares”) are in issue. The total number of Shares entitling the holders (the “Shareholders”) to attend and vote for or against the ordinary resolutions at the AGM is 1,870,300,283 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.

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

Hong Kong, 19 May 2014

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 Directors:

Mr. Zhao Huan John, Dr. Zhang Yaqin, Mr. Lin Sheng

Independent Non-Executive Directors:

Mr. Zeng Zhijie, Dr. Leung Wing Yin Patrick, Dr. Song Jun