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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 20 MAY 2013

(ii) RETIREMENT OF DIRECTORS

(iii) ADOPTION OF THE NEW SHARE OPTION SCHEME

The Board is pleased to announce that all resolutions proposed at the AGM held on 20 May 2013 were duly passed by the Shareholders attending and voting by way of poll. Mr. Jiang Xiao Hai, Ms. Shen Lipu and Mr. Xu Zeshan retired as Directors at the conclusion of the AGM. The New Share Option Scheme has been adopted by Shareholders by way of poll.

Reference is made to the notice of the annual general meeting (the “AGM”) of Chinasoft International Limited (the “Company”) dated 17 April 2013 (the “Notice of AGM”) and the circular of the Company dated 17 April 2013 (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 auditors of the Company for the year ended 31 December 2012.	651,224,137 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
2.	To re-elect Mr. Wang Hui as director of the Company.	650,644,137 (99.91%)	580,000 (0.09%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3.	To authorise the Board to fix the remuneration of directors of the Company.	650,644,137 (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 to fix their remuneration.	648,254,113 (99.95%)	349,993 (0.05%)
	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).	577,357,513 (88.66%)	73,866,624 (11.34%)
	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).	651,224,137 (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).	577,357,513 (88.66%)	73,866,624 (11.34%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
8.	Ordinary Resolution 8 (to approve the termination of existing share option scheme and adoption of the new share option scheme).	578,614,113 (88.85%)	72,610,024 (11.15%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		

* The full text of the ordinary resolutions was set out in the Notice of AGM.

As at the date of the AGM, a total of 1,724,790,659 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 1,724,790,659 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 DIRECTORS

As mentioned in the Circular, Mr. Jiang Xiao hai, Ms. Shen Lipu and Mr. Xu Zeshan retired from office as Directors after the conclusion of the AGM.

Mr. Jiang Xiao hai, Ms. Shen Lipu and Mr. Xu Zeshan confirmed that they had no disagreement with the Board and there was no matter relating to their retirement that would need to be brought to the attention of the Shareholders.

The Board would like to thank Mr. Jiang Xiao hai, Ms. Shen Lipu and Mr. Xu Zeshan for their outstanding contributions to the Company during their service.

TERMINATION OF THE EXISTING SHARE OPTION SCHEME AND ADOPTION OF THE NEW SHARE OPTION SCHEME

According to the poll results of the AGM as set out above and the requirements of the Listing Rules, the ordinary resolution to approve (a) the termination of the Existing Share Option Scheme; and (b) the adoption of the New Share Option Scheme, as referred to in item 8 of the resolutions proposed at the AGM, has been duly passed by way of poll.

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

Hong Kong, 20 May 2013

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

Independent Non-Executive Directors:

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

* *For identification purposes only*