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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 2018
AND
(ii) RETIREMENT OF DIRECTORS**

The Board announces that all resolutions proposed at the AGM held on 18 May 2018 (except resolution as referred to in item no. 2(ii) below) were duly passed by the Shareholders attending and voting by way of poll. Mr. Goodner and Dr. Leung retired as directors 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 17 April 2018 (the “Notice of AGM”) and the circular of the Company dated 17 April 2018 (the “Circular”).

POLL RESULTS OF THE AGM

The board of directors of the Company (the “Board”) announces that all the ordinary resolutions proposed at the AGM (except resolution as referred to in item no. 2(ii) below) were approved by the shareholders of the Company (the “Shareholders”) by poll. The poll results in respect of the ordinary resolutions proposed at the AGM were as follows:

* *For identification purposes 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 2017.	1,059,810,356 (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 Mr. Gao Liangyu as non-executive director of the Company.	1,045,056,349 (98.61%)	14,754,007 (1.39%)
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.	529,017,332 (49.92%)	530,793,024 (50.08%)
As less than 50% of the votes were cast in favour of the resolution, the resolution was not carried.			
	(iii) To re-elect Dr. Lai Guanrong as independent non-executive director of the Company.	548,138,558 (51.72%)	511,671,798 (48.28%)
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.	1,058,966,356 (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.	1,026,839,417 (96.97%)	32,126,939 (3.03%)
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
5.	Ordinary Resolution 5 (to grant general mandate to issue and allot new shares).	550,426,595 (55.61%)	439,347,761 (44.39%)
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).	1,058,966,356 (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).	551,277,208 (55.70%)	438,497,148 (44.30%)
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).	497,329,332 (50.25%)	492,445,024 (49.75%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
9.	Ordinary Resolution 9 (to approve the payment of a dividend out of the share premium account of the Company of HK\$0.018 per ordinary share of the Company in respect of the year ended 31 December 2017).	1,059,810,356 (100%)	0 (0%)
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 2,429,772,666 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 2,429,772,666 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 stated in the Circular, Mr. Samuel Thomas Goodner (“Mr. Goodner”) and Dr. Leung Wing Yin Patrick (“Dr. Leung”) retired by rotation at the AGM in accordance with the articles of association of the Company. Mr. Goodner would not offer for re-election whereas the resolution for re-election of Dr. Leung was not passed by the Shareholders at the AGM. Accordingly, Mr. Goodner and Dr. Leung retired from office as directors at the conclusion of the AGM.

Following Dr. Leung's retirement, he also retired as chairman and member of audit committee, nomination committee and remuneration committee of the Company. Accordingly, the number of the independent non-executive directors (“INED”) of the Company fall short of the minimum number required under Rule 3.10(1) and Rule 3.10A of the Listing Rules and no INED have appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules. The required composition of the audit committee, remuneration committee and nomination committee of the Company did not meet the requirements under Rule 3.21 and Rule 3.25 of the Listing Rules and code provision A.5.1 of Appendix 14 to the Listing Rules respectively.

The Company will seek suitable candidate to fill the vacancy of (i) INED and chairman and member of audit committee and remuneration committee of the Company within three months from 18 May 2018 pursuant to Rule 3.11, Rule 3.23 and Rule 3.27 of the Listing Rules; and (ii) chairman and member of nomination committee of the Company. The Company will make further announcement as and when appropriate.

The Company confirmed that the above retired directors had no disagreement with the Board and there were no matters relating to the said retirements that would need to be brought to the attention of the Shareholders.

The Board would like to thank Mr. Goodner and Dr. Leung for their contributions to the Company during their service.

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

Hong Kong, 18 May 2018

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, two non-executive Directors, namely Dr. Zhang Yaqin and Mr. Gao Liangyu, and two independent non-executive Directors, namely Mr. Zeng Zhijie and Dr. Lai Guanrong.