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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)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 18 MAY 2012**

The Board is pleased to announce that all resolutions proposed at the AGM held on 18 May 2012 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 13 April 2012 (the “Notice of AGM”) and the circular of the Company dated 13 April 2012 (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 2011.	661,798,796 100%	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
2. (i)	To re-elect Dr. Chen Yuhong as director of the Company.	628,868,752 95.02%	32,930,044 4.98%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
(ii)	To re-elect Dr. Tang Zhenming as director of the Company.	611,332,796 92.37%	50,466,000 7.63%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
(iii)	To re-elect Dr. Zhang Yaqin as director of the Company.	644,168,752 97.34%	17,630,044 2.66%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
(iv)	To re-elect Dr. Leung Wing Yin Patrick as director of the Company.	637,188,752 96.28%	24,610,044 3.72%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
(v)	To re-elect Mr. Zhao John Huan as director of the Company.	636,088,752 96.12%	25,710,044 3.88%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
(vi)	To re-elect Mr. Lin Sheng as director of the Company.	658,988,796 99.58%	2,810,000 0.42%
	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.	661,218,796 100%	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.	646,978,752 99.98%	110,000 0.02%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
5.	Ordinary Resolution* (to grant general mandate to issue and allot new shares).	584,472,752 88.32%	77,326,044 11.68%
	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* (to grant general mandate to repurchase shares).	661,798,796 100%	0 0%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
7.	Ordinary Resolution* (to extend general mandate granted to issue new shares).	584,472,752 88.32%	77,326,044 11.68%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
8.	Ordinary Resolution* (to approve refreshment of the Scheme Mandate Limit).	585,492,752 88.47%	76,306,044 11.53%
	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 1,648,887,659 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 1,648,887,659 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.

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

Hong Kong, 18 May 2012

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, Mr. Jiang Xiao Hai

Non-Executive Directors:

Mr. Zhao John Huan, Dr. Zhang Yaqin, Dr. Song Jun, Mr. Lin Sheng, Ms. Shen Lipu

Independent Non-Executive Directors:

Mr. Xu Zeshan, Mr. Zeng Zhijie, Dr. Leung Wing Yin Patrick

* *For identification purposes only*