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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 EXTRAORDINARY GENERAL MEETING HELD ON 10 DECEMBER 2015**

The Board is pleased to announce that all the resolutions as set out in the EGM Notice were duly passed by the Independent Shareholders by way of poll on 10 December 2015.

Reference is made to the circular of the Company dated 23 November 2015 (the “**Circular**”) and the notice of the EGM dated 23 November 2015 (the “**EGM Notice**”) in respect of the Subscription and the Acquisition. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that all the resolutions as set out in the EGM Notice (the “**Resolutions**”) were duly passed by the Independent Shareholders by way of poll on 10 December 2015.

As at the date of the EGM, there was a total of 2,060,987,757 Shares in issue. As disclosed in the Circular, as Huawei has material interest in the Subscription and the Acquisition and is party to the Subscription and Acquisition Agreement, Huawei and its associates shall abstain from voting on the resolution(s) approving the Subscription and Acquisition Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate, at the EGM. To the best of the Directors’ knowledge, information and belief and having made all reasonable enquires, as at the date of the EGM, Huawei and its associates did not own any Shares. Accordingly, a total of 2,060,987,757 Shares held by the Independent Shareholders, representing the entire issued share capital of the Company as at the date of the EGM, were entitled to attend and vote for or against the Resolutions at the EGM. No Shareholder was entitled to attend and vote only against the resolutions at EGM, nor did any Shareholder state their intention in the Circular to vote against the Resolutions at the EGM.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, acted as the scrutineer at the EGM for the purpose of vote-taking.

Set out below are the poll results of voting at the EGM, which were conducted by way of poll:

| <b>ORDINARY RESOLUTIONS</b> |  | <b>Total Number of Votes<br/>(Percentage of Total<br/>Number of Votes)</b> |                |
|-----------------------------|--|--|----------------|
|                             |  | <b>For</b>   | <b>Against</b> |
| 1                           | <p>(a) to approve, ratify and confirm the Acquisition as set out in the Subscription and Acquisition Agreement and the transactions contemplated thereunder;</p> <p>(b) to authorize the Directors to do all such acts, deeds and things and execute all documents they consider necessary or expedient to effect the Acquisition and transactions contemplated thereunder.</p>  | 652,058,486<br>(100%)*   | 0<br>(0%)*     |
| 2                           | <p>(a) to approve, ratify and confirm the Subscription as set out in the Subscription and Acquisition Agreement and the transactions contemplated thereunder;</p> <p>(b) to approve the allotment and issue of the Subscription Shares, subject to the fulfillment of the conditions of the Subscription and Acquisition Agreement;</p> <p>(c) to grant the Directors a specific mandate to exercise powers of the Company to allot and issue the Subscription Shares; and</p> <p>(d) to authorize the Directors to do all such acts, deeds and things and execute all documents they consider necessary or expedient to effect the Subscription and transactions contemplated thereunder.</p> | 652,058,486<br>(100%)*   | 0<br>(0%)*     |

\* The percentage of voting Shares is based on the total number of Shares held by the Shareholders who voted at the EGM in person or by proxy.

Note: Please refer to the EGM Notice for full version of the Resolutions.

As more than 50% of the votes were cast in favour of each of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

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

10 December 2015, Hong Kong

*As at the date of this announcement, the Board comprises three executive Directors, namely Dr. Chen Yuhong, Dr. Tang Zhenming and Mr. Wang Hui, one non-executive Director, namely Dr. Zhang Yaqin, and three independent non-executive Directors, namely Mr. Zeng Zhijie, Dr. Leung Wing Yin Patrick and Dr. Lai Guanrong.*