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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 18 MAY 2017**

The Board is pleased to announce that all resolutions proposed at the AGM held on 18 May 2017 were duly passed by the Shareholders attending and voting by way of poll.

Reference is made to the notice of annual general meeting (the “AGM”) of Chinasoft International Limited (the “Company”) dated 13 April 2017 (the “Notice of AGM”) and the circular of the Company dated 13 April 2017 (the “Circular”).

**POLL RESULTS OF THE AGM**

The board of 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 (the “Shareholders”) by poll. The poll results in respect of the ordinary resolutions proposed at the AGM were as follows:

| <b>ORDINARY RESOLUTIONS#</b>   |  | <b>Number of votes cast and percentage of total number of votes cast (%)</b> |                |
|--|--|--|----------------|
|  |  | <b>For</b>   | <b>Against</b> |
| 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 2016 | 729,158,259<br>(100%)  | 0<br>(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 <sup>#</sup>  |   | Number of votes cast and percentage of total number of votes cast (%) |                         |
|--|---|---|-------------------------|
|  |   | For   | Against                 |
| 2.   | (i) To re-elect Dr. Chen Yuhong as executive director of the Company.   | 619,125,588<br>(84.91%)   | 110,032,671<br>(15.09%) |
|  | 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 executive director of the Company.  | 728,546,259<br>(99.92%)   | 612,000<br>(0.08%)      |
|  | As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.  |   |                         |
|  | (iii) 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. | 413,363,621<br>(56.69%)   | 315,794,638<br>(43.31%) |
| 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.   | 728,546,259<br>(100%)   | 0<br>(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.                         | 715,118,560<br>(98.07%)   | 14,039,699<br>(1.93%)   |
|  | 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).   | 462,352,130<br>(63.53%)   | 265,458,129<br>(36.47%) |
|  | 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).  | 729,148,259<br>(99.99%)   | 10,000<br>(0.01%)       |
|  | 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).  | 467,422,130<br>(64.22%)   | 260,388,129<br>(35.78%) |
|  | As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.  |   |                         |

| ORDINARY RESOLUTIONS <sup>#</sup> |  | Number of votes cast and percentage of total number of votes cast (%) |                         |
|-----------------------------------|--|---|-------------------------|
|                                   |  | For   | Against                 |
| 8.                                | Ordinary Resolution 8 (to approve refreshment of the Scheme Mandate Limit).  | 471,346,020<br>(64.74%)   | 256,668,239<br>(35.26%) |
|                                   | 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\$0.012 per ordinary share of the Company in respect of the year ended 31 December 2016). | 729,158,259<br>(100%)   | 0<br>(0%)               |
|                                   | As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.   |   |                         |

<sup>#</sup> *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 2,402,274,436 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 2,402,274,436 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 2017

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