

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 2011**

The Board is pleased to announce that all resolutions proposed at the AGM held on 18 May 2011 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 2011 (the “Notice of AGM”) and the circular of the Company dated 13 April 2011 (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 financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2010.	376,210,304 (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.	To re-elect Mr. Xu Zeshan as an independent non-executive director of the Company with effect from the conclusion of the AGM for a term of two years commencing from the date of AGM.	376,210,304 (100%)	0 (0%)
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.	376,210,304 (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.	363,500,304 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
5.	Ordinary Resolution (to increase the authorized share capital).	345,340,304 (91.79%)	30,870,000 (8.21%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
6.	Ordinary Resolution (to grant general mandate to issue and allot new shares).	331,830,304 (88.20%)	44,380,000 (11.80%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
7.	Ordinary Resolution (to grant general mandate to repurchase shares).	495,478,943 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
8.	Ordinary Resolution (to extend general mandate granted to issue new shares).	331,830,304 (88.20%)	44,380,000 (11.80%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
9.	Ordinary Resolution (to approve refreshment of the Scheme Mandate Limit).	332,840,304 (88.47%)	43,370,000 (11.53%)
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
10.	Ordinary Resolution (to elect Mr. Jiang Xiaohai as an executive director of the Company with effect from the conclusion of the AGM and fix his remuneration by the board of directors of the Company).	344,730,304 (91.63%)	31,480,000 (8.37%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
11.	Ordinary Resolution (to elect Ms. Shen Lipu as a non-executive director of the Company with effect from the conclusion of the AGM for a term of two years commencing from the date of the AGM and fix her remuneration by the board of directors of the Company).	362,780,304 (96.43%)	13,430,000 (3.57%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
12.	Ordinary Resolution (to elect Dr. Song Jun as a non-executive director of the Company with effect from the conclusion of the AGM for a term of two years commencing from the date of the AGM and fix his remuneration by the board of directors of the Company).	375,490,304 (99.81%)	720,000 (0.19%)
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 1,237,712,259 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 1,237,712,259 Shares. None of these 1,237,712,259 Shares were the Shares entitling the holders to attend and vote only against the ordinary resolutions at the AGM.

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 Managing Director

Hong Kong, 18 May 2011

As at the date of this announcement, the Board comprises:

Executive Directors:

Dr. CHEN Yuhong (*Chairman and Managing Director*), Dr. TANG Zhenming, Mr. WANG Hui, Mr. JIANG Xiaohai

Non-Executive Directors:

Dr. ZHANG Yaqin, Ms. SHEN Lipu, Dr. SONG Jun

Independent Non-Executive Directors:

Mr. XU Zeshan, Mr. ZENG Zhijie, Dr. LEUNG Wing Yin Patrick

* *For identification purposes only*