

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)

**ANNOUNCEMENT OF
POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 18 MAY 2022**

The Board is pleased to announce that resolutions nos. 1 to 6 and 8 proposed at the AGM held on 18 May 2022 were duly passed, and resolution no. 7 proposed at the AGM was not 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 25 April 2022 (the “**AGM Notice**”) and the circular of the Company dated 25 April 2022 (the “**Circular**”).

POLL RESULTS OF THE AGM

The board of directors of the Company (the “**Board**”) is pleased to announce that the ordinary resolutions nos. 1 to 6 and 8 proposed at the AGM were approved by the holders of ordinary shares of the Company (the “**Shareholders**”) by poll and ordinary resolution no. 7 proposed at the AGM was not approved by 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 2021. | 1,477,713,040 (99.54%) | 6,764,000 (0.46%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was carried. | | | |
| 2. | (i) To re-elect Dr. He Ning as an executive director of the Company. | 1,394,878,031 (95.13%) | 71,465,825 (4.87%) |
| 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 an executive director of the Company. | 1,295,321,436 (88.34%) | 171,022,420 (11.66%) |
| 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 a non-executive director of the Company. | 1,321,948,849 (90.03%) | 146,417,758 (9.97%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was carried. | | | |
| | (iv) To re-elect Mr. Gao Liangyu as a non-executive director of the Company. | 1,374,456,698 (93.73%) | 91,887,158 (6.27%) |
| 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. | 1,442,326,807 (97.77%) | 32,891,800 (2.23%) |
| 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 |
| 4. | To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of directors of the Company to fix the remuneration of auditor. | 1,367,033,350 (92.79%) | 106,162,506 (7.21%) |
| 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). | 856,522,282 (59.06%) | 593,835,574 (40.94%) |
| 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). | 1,475,577,040 (99.40%) | 8,898,000 (0.60%) |
| 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). | 620,290,232 (42.11%) | 852,905,624 (57.89%) |
| As more than 50% of the votes were cast against of the resolution, the resolution was not carried. | | | |
| 8. | Ordinary Resolution 8 (to approve the payment of a dividend of HK\$0.0323 per ordinary share from the share premium account of the Company in respect of the year ended 31 December 2021). | 1,476,715,040 (99.48%) | 7,760,000 (0.52%) |
| 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 AGM Notice contained in the Circular.

As at the date of the AGM, a total of 3,083,907,358 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 3,083,907,358 Shares. A trustee of the share award scheme (adopted by the Board on 10 December 2018) held 167,511,000 Shares, and should not exercise the voting rights in respect of these Shares under the trust. Save as above, 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.

The following directors attended the AGM either in person or by electronic means: Dr. He Ning and Professor Mo Lai Lan.

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

Hong Kong, 18 May 2022

As at the date of this announcement, the Board comprises three executive Directors, namely Dr. Chen Yuhong (Chairman and Chief Executive Officer), Dr. He Ning (Vice Chairman) and Dr. Tang Zhenming, two non-executive Directors, namely Dr. Zhang Yaqin and Mr. Gao Liangyu, and three independent non-executive Directors, namely Mr. Zeng Zhijie, Dr. Lai Guanrong and Professor Mo Lai Lan.