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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
(I) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 22 MAY 2023
AND
(II) RETIREMENT OF DIRECTOR**

The Board announces that the resolutions proposed at the AGM held on 22 May 2023 (except resolutions as referred to in items nos. 2(ii), 8, 9 and 12 below) were duly passed by the Shareholders attending and voting by way of poll.

Mr. Zeng Zhijie has retired as an independent non-executive director of the Company by rotation at the AGM.

Reference is made to the notice of annual general meeting (the “AGM”) of Chinasoft International Limited (the “Company”) dated 28 April 2023 (the “AGM Notice”) and the circular of the Company dated 28 April 2023 (the “Circular”).

POLL RESULTS OF THE AGM

The board of directors of the Company (the “Board”) announces that the resolutions proposed at the AGM (except resolutions as referred to in items nos. 2(ii), 8, 9 and 12 below) were approved by the holders of ordinary shares of the Company (the “Shareholders”) by poll. The poll results in respect of the ordinary resolutions and special resolution 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 2022.	1,330,820,443 (99.43%)	7,588,000 (0.57%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.	(i) To re-elect Dr. Chen Yuhong as an executive director of the Company.	882,112,377 (65.91%)	456,296,066 (34.09%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
	(ii) To re-elect Mr. Zeng Zhijie as an independent non-executive director of the Company.	606,365,886 (45.30%)	732,042,557 (54.70%)
As less than 50% of the votes were cast in favour of the resolution, the resolution was not passed.			
	(iii) To re-elect Professor Mo Lai Lan as an independent non-executive director of the Company.	1,234,826,379 (92.26%)	103,582,064 (7.74%)
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.	1,306,392,647 (97.61%)	32,015,796 (2.39%)
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 the remuneration of auditor.	1,210,564,992 (90.45%)	127,843,451 (9.55%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
5.	Ordinary Resolution no. 5 (to grant general mandate to issue and allot new shares).	829,335,886 (61.96%)	509,072,557 (38.04%)
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 no. 6 (to grant general mandate to repurchase shares).	1,320,742,443 (98.68%)	17,666,000 (1.32%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
7.	Ordinary Resolution no. 7 (to approve the payment of a final dividend of HK\$0.0567 per ordinary share from the share premium account of the Company in respect of the year ended 31 December 2022).	1,338,408,443 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
8.	Ordinary Resolution no. 8 (to approve adoption of New Share Option Scheme).	657,644,915 (49.14%)	680,763,528 (50.86%)
As less than 50% of the votes were cast in favour of the resolution, the resolution was not passed.			
9.	Ordinary Resolution no. 9 (to approve adoption of New Share Award Scheme).	656,976,915 (49.09%)	681,431,528 (50.91%)
As less than 50% of the votes were cast in favour of the resolution, the resolution was not passed.			
10.	Ordinary Resolution no. 10 (to approve termination of existing Share Award Scheme).	1,257,143,014 (93.93%)	81,265,429 (6.07%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
11.	Ordinary Resolution no. 11 (to approve cancellation of all unissued preferred shares in the authorised share capital of the Company).	1,338,408,443 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
SPECIAL RESOLUTION#		Number of votes cast and percentage of total number of votes cast (%)	
		For	Against
12.	Special Resolution no. 12 (to approve adoption of New Amended and Restated Memorandum and Articles of Association).	950,471,224 (71.02%)	387,937,219 (28.98%)
As less than 75% of the votes were cast in favour of the resolution, the resolution was not passed.			

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 3,027,011,358 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 and special resolution at the AGM is 2,743,673,358 Shares. As at the date of the AGM, a trustee of the share award scheme of the Company (adopted by the Board on 10 December 2018) held 283,338,000 Shares, and should not exercise the voting rights in respect of these Shares under the trust and did abstain from voting on the said proposed resolutions. Save as above, there were no Shares entitling the holders to attend and abstain from voting in favour of the ordinary resolutions and special resolution 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: Dr. Chen Yuhong, Dr. He Ning and Professor Mo Lai Lan. Dr. Tang Zhenming, Dr. Zhang Yaqin, Mr. Gao Liangyu, Mr. Zeng Zhijie and Dr. Lai Guanrong were unable to attend the AGM due to their other business commitments.

RETIREMENT OF DIRECTOR

As stated in the Circular, Mr. Zeng Zhijie (“Mr. Zeng”) retired by rotation at the AGM in accordance with the articles of association of the Company. The resolution for re-election of Mr. Zeng was not passed by the Shareholders at the AGM. Accordingly, Mr. Zeng retired from office as director at the conclusion of the AGM.

Following Mr. Zeng’s retirement, he also ceases to act as member of the audit committee, the nomination committee and the remuneration committee of the Company. Accordingly, the number of the independent non-executive directors (“INED”) of the Company falls short of the minimum number required under Rule 3.10(1) and Rule 3.10A of the Listing Rules. The composition of the audit committee of the Company does not meet the requirement under Rule 3.21.

The Company will seek suitable candidate to fill the vacancy of INED and member of the audit committee of the Company within three months from 22 May 2023 pursuant to Rule 3.11 and Rule 3.23 of the Listing Rules.

The Company will make further announcement as and when appropriate. The Company confirmed that Mr. Zeng had no disagreement with the Board and there are no matters relating to Mr. Zeng's retirement that need to be brought to the attention of the Shareholders.

The Board would like to thank Mr. Zeng for his contributions to the Company during his tenure.

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

Hong Kong, 22 May 2023

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 two independent non-executive Directors, namely Dr. Lai Guanrong and Professor Mo Lai Lan.