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CHINASOFT INTERNATIONAL LIMITED

中 軟 國 際 有 限 公 司 *

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8216)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING ("EGM")
TO BE HELD ON 28 DECEMBER 2005 AT 3:00 P.M.**

I/We ¹ _____ of _____

being the registered holder(s) of ² _____ ordinary shares (the "**Ordinary Shares**") of HK\$0.05 each in the capital of Chinasoft International Limited (the "**Company**"), HEREBY APPOINT THE CHAIRMAN OF THE EGM³, or _____

_____ of _____ or failing him/her _____

_____ as my/our proxy to attend and act for me/us and on my/our behalf at the EGM to be held at 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong, on Wednesday, 28 December 2005 at 3:00 p.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the EGM in such manner as he/she thinks fit.

ORDINARY RESOLUTION

FOR ⁴

AGAINST ⁴

(1) "**THAT:-**

- (a) upon the adoption of the Re-stated Memorandum and Articles by the Company, the authorised share capital of the Company be and is hereby increased from HK\$75,000,000 divided into 1,500,000,000 Ordinary Shares to HK\$106,250,000 divided into 1,500,000,000 Ordinary Shares and 625,000,000 redeemable convertible preferred shares (the "**Series A Preferred Shares**"), with the respective rights and privileges, and subject to the restrictions, set forth in the Restated Memorandum and Articles; and
- (b) the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient to give effect to the issue of the Series A Preferred Shares on the terms set out in Resolution (3) below and the foregoing arrangements";

SPECIAL RESOLUTIONS

- (2) "**THAT**, the adoption of the Re-stated Memorandum and Articles to replace, in their respective entirety, the Memorandum and the Articles with effect from the close of this meeting;

- (3) "**THAT**, subject to the passing of Resolutions (1) and (2): -

- (a) the issue by the Company of the Series A Preferred Shares pursuant to the terms of the Subscription Agreement, the Investors' Rights Agreement and the relevant provision in the Re-stated Memorandum and Articles and, in particular, the grant of anti-dilution rights to the holders of Series A Preferred Shares stated in the Re-stated Memorandum and Articles be and are hereby approved; and
- (b) the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient to give effect to the Subscription Agreement, the Investors' Rights Agreement and all such other agreements and documents that are required to be executed for the purpose of issuing the Series A Preferred Shares";

- (4) "**THAT**, subject to the passing of Resolutions (1), (2) and (3): -

- (a) the entering into the Commercial Agreement which will constitute continuing connected transactions of the Company be and is hereby approved, together with the relevant annual caps of the amount of transactions to be entered into by members of the Group thereunder; and
- (b) the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient to give effect to the Commercial Agreement in full compliance with its terms and the applicable requirements under the GEM Listing Rules".

Signature ⁵ _____

Date _____

Notes:-

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Ordinary Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Ordinary Shares registered in your name(s).
3. If any proxy other than the Chairman of the EGM is preferred, strike out "**THE CHAIRMAN OF THE EGM**" and insert the name and address of the proxy desired in the space provided. If you are a holder of two or more Ordinary Shares, you may appoint more than one proxy to attend and vote at the EGM provided that if more than one proxy is so appointed, the appointment shall specify the number of Ordinary Shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for the resolution, tick in the box marked "For". If you wish to vote against the resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the