



中 軟 國 际

CHINASOFT INTERNATIONAL LIMITED

中 軟 國 際 有 限 公 司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 354)

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON THURSDAY, 10 DECEMBER 2015**

I/We¹ _____
of _____
being the registered holder(s) of _____ ordinary
shares² of HK\$0.05 each in the share capital of Chinasoft International Limited (the "Company"), **HEREBY
APPOINT³** _____
of _____
or failing him, the **Chairman of the Meeting** as my/our proxy to attend the Extraordinary General Meeting of the
Company to be held at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong on
Thursday, the 10th day of December, 2015 at 3:00 p.m. and at any adjournment thereof (the "Meeting"), to vote for
me/us in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ⁶		FOR ⁴	AGAINST ⁴
1.	(a) to approve, ratify and confirm the Acquisition (as defined in the circular dated 23 November 2015 (the "Circular")) as set out in the Subscription and Acquisition Agreement (as defined in the Circular) and the transactions contemplated thereunder; (b) to authorize the directors of the Company to do all such acts, deeds and things and execute all documents they consider necessary or expedient to effect the Acquisition (as defined in the Circular) and transactions contemplated thereunder.		
2.	(a) to approve, ratify and confirm the Subscription (as defined in the Circular) as set out in the Subscription and Acquisition Agreement (as defined in the Circular) and the transactions contemplated thereunder; (b) to approve the allotment and issue of the Subscription Shares (as defined in the Circular), subject to the fulfillment of the conditions of the Subscription and Acquisition Agreement (as defined in the Circular); (c) to grant the directors of the Company a specific mandate to exercise powers of the Company to allot and issue the Subscription Shares (as defined in the Circular); and (d) to authorize the directors of the Company to do all such acts, deeds and things and execute all documents they consider necessary or expedient to effect the Subscription (as defined in the Circular) and transactions contemplated thereunder.		

Dated this _____ day of _____ 2015

Shareholder's signature⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint one or more proxies (if hold more than one share) to attend and vote instead of him. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company, but must attend the meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to above.
- 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 executed either under seal or under the hand of an officer or attorney duly authorised in writing.
- The full text of these resolutions is set out in the notice of the Extraordinary General Meeting contained in the circular issued by the Company dated 23 November 2015 which is sent to the shareholders of the Company together with this form of proxy.
- Where there are joint holders of any share(s), any one of such joint holder may vote, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders is present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or the principal place of business of the Company in Hong Kong at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

* For identification purposes only