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)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We [1] ____

of ____

being the registered holder(s) of ______________________ shares[2] of HK$0.05 each in the capital of **Chinasoft International Limited** (the "Company"), **HEREBY APPOINT** [3] ______________________

of ____

or failing him, the **Chairman of the Meeting** as my/our proxy to attend the Annual 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 Wednesday, the 18th day of May, 2011 at 3:30 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. 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.		
2. To re-elect Mr. Xu Zeshan as an independent non-executive director of the Company.		
3. To authorise the board of directors of the Company to fix the remuneration of directors of the Company.		
4. To re-appoint auditors of the Company and authorise the board of directors of the Company to fix their remuneration.		
5. Ordinary Resolution (to increase the authorised share capital).		
6. Ordinary Resolution (to grant general mandate to issue and allot new shares).		
7. Ordinary Resolution (to grant general mandate to repurchase shares).		
8. Ordinary Resolution (to extend general mandate granted to issue new shares).		
9. Ordinary Resolution (to approve refreshment of the Scheme Mandate Limit).		
10. Ordinary Resolution (to elect Mr. Jiang Xiaohai as an executive director of the Company with effect from the conclusion of the Meeting and fix his remuneration by the board of directors of the Company).		
11. Ordinary Resolution (to elect Ms. Shen Lipu as a non-executive director of the Company with effect from the conclusion of the Meeting and fix her remuneration by the board of directors of the Company).		
12. Ordinary Resolution (to elect Dr. Song Jun as a non-executive director of the Company with effect from the conclusion of the Meeting and fix his remuneration by the board of directors of the Company).		

Signature [5] ______________________ Dated this __________ day of __________ 2011

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 capital of the Company registered in your name(s).
3. 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.
4. **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.
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 executed either under seal or under the hand of an officer or attorney duly authorised in writing.
6. The full text of these resolutions is set out in the notice of the Annual General Meeting contained in the circular issued by the Company dated 13 April 2011 which is sent to the shareholders of the Company together with this form of proxy.
7. 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.
8. 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 Rooms 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.
9. Any alteration made to this form of proxy must be initialled by the person who signs it.

* *For identification purpose only*