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 EXTRAORDINARY GENERAL MEETING (THE "MEETING") TO BE HELD ON NOVEMBER 29, 2010

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 Meeting of the Company to be held at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong on November 29, 2010 at 4 p.m. and at any adjournment thereof, to vote for me/us in respect of the resolution as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION [6]	For [4]	Against [4]
To approve, confirm and authorise the Share Purchase Agreement (as defined in the circular to the shareholders of the Company dated November 12, 2010 (the "**Circular**") and the transactions contemplated thereunder, and to approve the allotment and issue by the Company of the maximum number of Consideration Shares (as defined in the Circular) to the Selling Shareholders (as defined in the Circular) as part of the consideration under the Share Purchase Agreement.		

Signature [5] ______________________________

Dated this ______________ day of ______________ 2010

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. 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 this resolution is set out in the notice of the Meeting contained in the circular issued by the Company dated November 12, 2010 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*