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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: 354)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of _____ shares² of HK\$0.05 each in the 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 18th day of November, 2010 at 4:00 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. the authorised share capital of the Company be and is hereby increased from HK\$106,250,000 divided into 1,500,000,000 ordinary shares of HK\$0.05 each and 625,000,000 redeemable convertible preferred shares of HK\$0.05 each divided into 225,000,000 Series A-1 Preferred Shares of HK\$0.05 each, 200,000,000 Series A-2 Preferred Shares of HK\$0.05 each and 200,000,000 Series A-3 Preferred Shares of HK\$0.05 each to HK\$131,250,000 divided into 2,000,000,000 ordinary shares of HK\$0.05 each and 625,000,000 redeemable convertible preferred shares of HK\$0.05 each divided into 225,000,000 Series A-1 Preferred Shares of HK\$0.05 each, 200,000,000 Series A-2 Preferred Shares of HK\$0.05 each and 200,000,000 Series A-3 Preferred Shares of HK\$0.05 each.		
2. (a) the Subscription Agreement (as defined in the circular to the shareholders of the Company dated 1 November 2010 (the "Circular")), a copy of which has been produced at the EGM and marked "A" and initialled by the chairman of the EGM for identification purpose and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and that the directors of the Company are hereby authorized to perform the obligations of the Company under the Subscription Agreement to consummate the transactions contemplated under the Subscription Agreement;		
(b) the issue of the Convertible Notes (as defined in the Circular) in accordance with the Subscription Agreement be and is hereby approved;		
(c) the issue and allotment by the Company of the Conversion Shares (as defined in the Circular) as contemplated under the Subscription Agreement be and is hereby approved; and		
(d) the directors of the Company be and are hereby authorised to do all such acts and things and to sign, seal, execute and deliver all such documents and to take all such steps for and on behalf of the Company as they may in their absolute discretion consider necessary or appropriate to give effect to or in connection with the Subscription Agreement and all transactions contemplated thereunder.		

Signature⁵ _____

Dated this _____ day of _____ 2010

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 capital of the Company registered in your name(s).
- 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 1 November 2010 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 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.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

* For identification purpose only