



中 軟 國 際

# 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 ANNUAL GENERAL MEETING

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares of HK\$0.05 each in the  
capital of Chinasoft International Limited (the "Company"), HEREBY APPOINT<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him the Chairman of the Meeting as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting of the  
Company to be held at Conference Room B, 32/F Admiralty Centre I, 18 Harcourt Road, Hong Kong at 3:30 p.m. on Wednesday, 16 May,  
2007 and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below, and, if  
no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS (Note 6)		FOR <sup>4</sup>	AGAINST <sup>4</sup>
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 2006.		
2.	To declare a final dividend and to sanction the payment of dividend out of the share premium account.		
3.	(a) To re-elect and appoint Mr. Wang Hui as director of the Company.		
	(b) To re-elect and appoint Mr. Duncan Chiu as director of the Company.		
	(c) To re-elect and appoint Mr. Zeng Zhijie as director of the Company.		
4.	To authorise the board of directors of the Company to fix the remuneration of directors of the Company.		
5.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.		
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).		

Signature<sup>5</sup> \_\_\_\_\_ Date this \_\_\_\_\_ day of \_\_\_\_\_ 2007

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, either under seal or under the hand of an officer or attorney duly authorised in writing.