



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 EXTRAORDINARY GENERAL MEETING

I/We¹ _____ of

being the registered holder(s) of ² _____ shares 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 act for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Units 4607-08, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong on 27 October 2006 at 3:30 p.m. 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.

Table with 4 columns: Item, Description, FOR, AGAINST. Rows (a) To approve the Master Services Agreement..., (b) To approve the maximum aggregate annual value..., (c) To authorise any one of the directors...

Signature⁵ _____

Dated this _____ day of _____ 2006

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).
3. Please insert the name and address of the proxy desired.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "FOR".
5. This form of proxy must be signed by you or your attorney...
6. Where there are joint holders of any share(s)...
7. To be valid, this form of proxy, together with the power of attorney...
8. Any alteration made to this form of proxy must be initialled by the person who signs it.

* for identification purpose only