



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 Thursday, the 18th day of June, 2009 at 3:30 p.m. and at any adjournment thereof, to vote for me/us as hereunder indicated, or no such indication is given, as my/our proxy thinks fit.

Table with 3 columns: ORDINARY RESOLUTIONS 6, For 4, Against 4. Rows 1-8 detailing resolutions on financial statements, director elections, and general mandates.

Signature 5

Dated this day of 2009

Note:

- 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 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.
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 18 May 2009 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.
9. Any alteration made to this form of proxy must be initialled by the person who signs it.

* for identification purpose only