

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/We	1		of
being the registered holder(s) of ² shares of HK\$0.05 each in the capital			
of C	hinasoft International Limited (the "Company"), HEREBY APPOINT ³		of
Extr Queo me/u	ailing him the Chairman of the Meeting as my/our proxy to act for aordinary General Meeting of the Company to be held at Units 4607-08, en's Road Central, Hong Kong on 27 October 2006 at 3:30 p.m. and at any as and in my/our name(s) in respect of such resolutions as indicated below, our proxy thinks fit.	46th Floor, COSO adjournment then	CO Tower, No. 183 reof and to vote for
		FOR ⁴	AGAINST ⁴
(a)	To approve the Master Services Agreement and all transactions contemplated thereunder.		
(b)	To approve the maximum aggregate annual value of the transactions contemplated under the Master Services Agreement for each of the financial years ending 31 December 2011.		
(c)	To authorise any one of the directors of the Company to do all such things to give effect to the Master Services Agreement and necessary for the implementation of all transactions contemplated thereunder.		
	ature ⁵		
Date	d 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). 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, either under seal or under the hand of an officer or attorney duly authorised in writing.
- 6. 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.
- 7. 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 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 any adjournment thereof. Completion and return of this form of proxy will not preclude members from attending and voting in person at the meeting.
- 8. Any alteration made to this form of proxy must be initialled by the person who signs it.
- * for identification purpose only