



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 shares2 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 Wednesday, the 18th day of May, 2011 at 3:30 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.

Table with 3 columns: ORDINARY RESOLUTIONS 6, For 4, Against 4. Rows 1-12 listing resolutions such as 'To receive and consider the audited financial statements...', 'To re-elect Mr. Xu Zeshan...', etc.

Signature 5 Dated this day of 2011

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. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint one or more proxies...
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. The full text of these resolutions is set out in the notice of the Annual General Meeting...
7. Where there are joint holders of any share(s), any one of such joint holder may vote...
8. To be valid, this form of proxy, together with the power of attorney or other authority...
9. Any alteration made to this form of proxy must be initialled by the person who signs it.

* For identification purpose only