



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/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 Annual General Meeting of the Company to be held at Conference Room B, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 18 May, 2006 at 3:00 pm 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.

		FOR ⁴	AGAINST ⁴
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 2005.		
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 Dr. Chen Yuhong as director of the Company.		
	(b) To re-elect and appoint Mr. Wang Hui as director of the Company.		
	(c) To re-elect and appoint Dr. Tang Zhenming as director of the Company.		
	(d) To re-elect and appoint Mr. Timothy Chen Yung Cheng as director of the Company.		
	(e) To re-elect and appoint Mr. He Ning as director of the Company.		
	(f) To re-elect and appoint Dr. Leung Wing Yin 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 Scheme Mandate Limit)		
10.	Special Resolution (to approve amendment to Articles of Association)		

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). 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 Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or 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