



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: 8216)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 22 June 2005 AT 3:00 P.M.

I/We ¹ _____ of _____

being the registered holder(s) of ² _____ shares (the "Shares") of HK\$0.05 each in the capital of Chinasoft International Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ³, or _____ of _____

_____ or failing him/her _____ of _____ as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong, on Wednesday, 22 June 2005 at 3:00 p.m. (and at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
<p>"THAT</p> <p>(a) the agreement for the acquisition of 51% of the equity interest of 北京中軟資源信息技術服務有限公司 (Chinasoft Resources Information Technology Services Limited) (a copy of which has been produced at this meeting and marked as "Exhibit-A" and signed by the chairman of the meeting for the purpose of identification) between Chinasoft International (Hong Kong) Limited, a wholly-owned subsidiary of the Company, and China National Computer Software & Technology Service Corporation (Hong Kong) Limited dated 28 April, 2005 (the "Agreement") (details of which are set out in the circular of the Company dated 6 June 2005 to its shareholders) and all transactions contemplated thereby be and are hereby approved, confirmed and ratified;</p> <p>(b) the issue by the Company of a maximum number of 58,120,755 new ordinary shares of HK\$0.05 each in the capital of the Company to China National Computer Software & Technology Service Corporation (Hong Kong) Limited as the consideration for the acquisition of 51% of the equity interest of 北京中軟資源信息技術服務有限公司 (Chinasoft Resources Information Technology Services Limited) pursuant to the Agreement be and is hereby approved; and</p> <p>(c) the directors of the Company be and are hereby authorized to do all such things and sign, seal, execute, perfect, perform and deliver all such documents for and on behalf of the Company as they may in their absolute discretion consider necessary or desirable or expedient to give effect to the Agreement or for the implementation of all transactions thereunder."</p>		

Signature ⁵ _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. If you are a holder of two or more Shares, you may appoint more than one proxy to attend and vote at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for the resolution, tick in the box marked "For". If you wish to vote against the resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially 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 183 Queen's Road, Central, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting or the adjourned Meeting (as the case may be) if you so wish. If you attend and vote at the Meeting, the authority of your proxy shall be deemed to be revoked.

* for identification purpose only