



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)

SECOND FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of _____
ordinary shares² 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 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 Monday, the 18th day of May, 2015 at 4:00 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: Resolution, For, Against. Rows 1-8 detailing resolutions on financial statements, director elections, remuneration, and share repurchases.

Signature⁵ _____

Dated this _____ day of _____ 2015

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 duly authorised in writing...
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, if any, under which it is signed...
9. Any alteration made to this form of proxy must be initialled by the person who signs it.

IMPORTANT: A SHAREHOLDER OF THE COMPANY WHO HAS ALREADY LODGED THE PROXY FORM WHICH WAS SENT TOGETHER WITH THE NOTICE OF ANNUAL GENERAL MEETING DATED 16 APRIL 2015 (THE "FIRST PROXY FORM") SHOULD NOTE THAT:

- (i) If no Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form...
(ii) If the Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong before the Closing Time, the Second Proxy Form, if correctly completed, will be treated as a valid proxy form...
(iii) If the Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong after the Closing Time, but is incorrectly completed, the Second Proxy Form will be invalid...
(iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
(ii) Your supply of Personal Data to the Company is on a voluntary basis.
(iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes...
(iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO.

* For identification purpose only