

## 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 USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 10 DECEMBER 2015

/We of	1			
eing hare	$s^2$ of	registered holder(s) of	imited (the "Com	ordinary pany"), HEREBY
of				
Comp Thurs	any t day, i	him, the <b>Chairman of the Meeting</b> as my/our proxy to attend the late to be held at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Q the 10th day of December, 2015 at 3:00 p.m. and at any adjournment espect of the resolutions as hereunder indicated, or if no such indicated	ueen's Road Cent it thereof (the "Me	ral, Hong Kong on eeting"), to vote for
ORDINARY RESOLUTIONS <sup>6</sup>			FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	(a)	to approve, ratify and confirm the Acquisition (as defined in the circular dated 23 November 2015 (the "Circular")) as set out in the Subscription and Acquisition Agreement (as defined in the Circular) and the transactions contemplated thereunder;		
	(b)	to authorize the directors of the Company to do all such acts, deeds and things and execute all documents they consider necessary or expedient to effect the Acquisition (as defined in the Circular) and transactions contemplated thereunder.		
2.	(a)	to approve, ratify and confirm the Subscription (as defined in the Circular) as set out in the Subscription and Acquisition Agreement (as defined in the Circular) and the transactions contemplated thereunder;		
	(b)	to approve the allotment and issue of the Subscription Shares (as defined in the Circular), subject to the fulfillment of the conditions of the Subscription and Acquisition Agreement (as defined in the Circular);		
	(c)	to grant the directors of the Company a specific mandate to exercise powers of the Company to allot and issue the Subscription Shares (as defined in the Circular); and		
	(d)	to authorize the directors of the Company to do all such acts, deeds and things and execute all documents they consider necessary or expedient to effect the Subscription (as defined in the Circular) and transactions contemplated thereunder.		
Dated	l this	day of 2015		
Share	holde	er's signature <sup>5</sup>		

## Notes:

- 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
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint one or more proxies (if hold more than one share) to attend and vote instead of him. 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 3.
- 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 4.
- 5.
- 6.
- 7.
- YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "FOR . If 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.

  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 executed either under seal or under the hand of an officer or attorney duly authorised in writing.

  The full text of these resolutions is set out in the notice of the Extraordinary General Meeting contained in the circular issued by the Company dated 23 November 2015 which is sent to the shareholders of the Company together with this form of proxy.

  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.

  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 in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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.

  Any alteration made to this form of proxy must be initialled by the person who signs it.

  identification purposes on 8.
- For identification purposes only