



Xteam Software International Limited

衝浪平台軟件國際有限公司

(incorporated in the Cayman Islands with limited liability)

FORM OF PROXY

I/We¹ _____

of _____

being the holder(s) of² _____ Shares of HK\$0.01 each of abovenamed company HEREBY APPOINT³ _____

of _____

or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or any adjournment thereof) of the Company to be held at the Boardroom, Basement II, The Wharney Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on 23 July, 2004 (Friday) at 10:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening such meeting and at such meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

		FOR ⁴	AGAINST ⁴
1.	To consider and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March, 2004;		
2.	(a) To re-elect retiring Directors;		
	(i) To re-elect Mr. Ren Yi as Directors;		
	(ii) To re-elect Mr. Yang Feng as Directors;		
	(b) To authorise the Directors to fix their remuneration;		
3.	To re-appoint Messrs. Moore Stephens as the Company's Auditors and to authorise the Directors to fix their remuneration;		
4.	(A) To grant a general mandate to the Directors to allot and issue new shares;		
	(B) To grant a general mandate to the Directors to repurchase shares of the Company;		
	(C) To extend the general mandate to the Directors to issue new shares; and		
	(D) To refresh and renew the existing share option scheme mandate limit.		

Dated this _____ day of _____ 2004 Signature⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 Shares registered in your name(s).
- 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which has been properly put to 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 signed under the hand of an officer duly authorised on that behalf together with a company chop.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy, together with any 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 Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or the adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.