



**XTEAM SOFTWARE INTERNATIONAL LIMITED**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8178)

**PROXY FORM**

**Form of proxy for use by shareholders at the extraordinary general meeting to be held at Chater Room II, Basement 1, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong at 2:30 p.m. on Thursday, 22 July 2004 and at any adjournment thereof.**

I/We (note a) ..... of .....  
 ..... being the  
 holder(s) of ..... (note b) share(s) of HK\$0.01 each  
 in the capital of Xteam Software International Limited (the "Company") hereby appoint the chairman of the meeting  
 or ..... of .....  
 ..... to act as my/our proxy (note c) at the  
 extraordinary general meeting of the Company to be held at Chater Room II, Basement 1, The Ritz-Carlton, 3 Connaught  
 Road Central, Hong Kong at 2:30 p.m. on Thursday, 22 July 2004 (and at any adjournment thereof, as the case may be) (the  
 "Meeting") for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice  
 convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolution as indicated  
 below and, if no such indication is give, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter  
 property put to the Meeting in such manner as he thinks fit.

Please tick ("√") the appropriate box to indicate how you wish to vote (note d):

	FOR	AGAINST
1. Ordinary resolution no. 1	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary resolution no. 2	<input type="checkbox"/>	<input type="checkbox"/>
3. Ordinary resolution no. 3	<input type="checkbox"/>	<input type="checkbox"/>
4. Ordinary resolution no. 4	<input type="checkbox"/>	<input type="checkbox"/>
5. Ordinary resolution no. 5	<input type="checkbox"/>	<input type="checkbox"/>
6. Ordinary resolution no. 6	<input type="checkbox"/>	<input type="checkbox"/>
7. Ordinary resolution no. 7	<input type="checkbox"/>	<input type="checkbox"/>

Dated the ..... day of ..... 2004

Shareholder's signature x ..... x (notes e, f, g and h)

**Notes:**

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b 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).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words "the chairman of the meeting or" and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for the resolutions set out above, please tick ("√") the box marked "For". If you wish to vote against the resolutions, please tick ("√") the box marked "Against". If this form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his discretion in respect of the proposed resolutions. A proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g 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 at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.