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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SinoCom Software Group Limited, you should at once hand this circular to the purchaser or other transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SinoCom
SINOCOM SOFTWARE GROUP LIMITED
中訊軟件集團股份有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 0299)

**GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of SinoCom Software Group Limited to be held at Caine Room, Level 7, Conrad Hong Kong, 88 Queensway, Hong Kong on 18 May 2010, Tuesday at 10:30 a.m. is set out on pages 18 to 21 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

9 April 2010

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Articles of Association”	the articles of association of the Company;
“AGM”	the annual general meeting of the Company to be held at Caine Room, Level 7, Conrad Hong Kong, 88 Queensway, Hong Kong on 18 May 2010, Tuesday at 10:30 a.m., notice of which is set out on pages 18 to 21 of this circular, or any adjournment thereof;
“2009 Annual Report”	the annual report of the Company dated 30 March 2010 for the financial year ended 31 December 2009;
“Board”	the board of Directors;
“Code”	Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules;
“Company”	SinoCom Software Group Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	9 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Scheme Mandate Limit”	the total number of Shares (being up to 10% of Shares in issue at the date of the relevant general meeting) which may be issued upon exercise of all options to be granted under the Share Option Scheme or as refreshed;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholder(s)”	holder(s) of Shares;

DEFINITIONS

“Share(s)”	share(s) of HK\$0.025 each in the issued share capital of the Company;
“Share Option Scheme”	the share option scheme adopted by the Company on 2 April 2004;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



SinoCom
SINOCOM SOFTWARE GROUP LIMITED
中訊軟件集團股份有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 0299)

Executive Directors:

Mr. Wang Zhiqiang (*Chairman*)
Mr. Wang Xubing
Dr. Shi Chongming
Mr. Siu Kwok Leung

Non-executive Director:

Mr. Wang Nengguang

Independent non-executive Directors:

Mr. Pang Chor Fu
Professor Liang Neng
Mr. Lee Kit Wah

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Unit 1713-18
17/F Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

9 April 2010

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the Directors proposed to be re-elected, the proposed granting of the general mandates to allot and issue Shares and to repurchase Shares and the refreshment of the Scheme Mandate Limit under the Share Option Scheme to enable you to make a decision on whether to vote for or against the resolutions in connection with such matters to be proposed at the forthcoming AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 21 May 2009, a general mandate was given to the Directors to exercise powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing such resolution on 21 May 2009. Such mandate will expire at the conclusion of the forthcoming AGM.

An ordinary resolution (the “**Repurchase Resolution**”) will be proposed at the AGM to grant a general mandate to the Directors to exercise the powers of the Company to repurchase, at any time until the next annual general meeting of the Company following the passing of the Repurchase Resolution or such earlier date as stated therein, Shares up to a maximum of 10% of the issued share capital of the Company at the date of passing of the Repurchase Resolution (the “**Repurchase Mandate**”), which assuming no further Shares are issued or repurchased prior to the AGM represents 1,117,091,128 Shares.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

Pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 21 May 2009, a general mandate was given to the Directors to exercise powers of the Company to issue Shares up to 20% of the issued share capital of the Company as at the date of passing such resolution on 21 May 2009. Such mandate will expire at the conclusion of the forthcoming AGM.

An ordinary resolution will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company (the “**Issue Mandate**”), which assuming no further Shares are issued or repurchased prior to the AGM represents 223,418,225 Shares and to extend the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate.

REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

The Share Option Scheme of the Company was adopted by the Company on 2 April 2004. Pursuant to the Share Option Scheme and the Listing Rules:

- (i) the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the Shares of the Company in issue as at the date of approval of the Share Option Scheme;

LETTER FROM THE BOARD

- (ii) the Company may seek approval by its shareholders in general meeting for refreshment of the Scheme Mandate Limit save that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other option schemes of the Company under the limit as refreshed shall not exceed 10% of the total number of Shares in issue as at the date of approval of the “refreshed” Scheme Mandate Limit. Option previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the Scheme Mandate Limit as “refreshed”; and
- (iii) the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other option schemes of the Company must not, in aggregate, exceed 30% of the Shares of the Company in issue from time to time.

In order that further options may be granted to eligible participants as and when required, shareholders’ approval is sought for the refreshment of the Scheme Mandate Limit under the Share Option Scheme. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole as it provides the Company with more flexibility in motivating the staff by granting options. At the date of adoption of the Share Option Scheme, the total number of issued Shares of the Company was 265,890,782 and the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme is 26,589,078. As a result of the capital re-organisation approved by the Shareholders on 10 May 2006, a share subdivision on the basis that every issued share of HK0.10 was subdivided into four shares of HK\$0.025 each was implemented. As a result, the Scheme Mandate Limit was adjusted to 106,356,312. As at the Latest Practicable Date, the Company has granted options to subscribe for a total of 74,504,000 Shares, and options to subscribe for total of 17,890,000 Shares have been lapsed or cancelled. The options to subscribe for 31,852,312 Shares, representing approximately 2.85% of the total number of Shares in issue, remain outstanding to be granted by the Company as at the Latest Practicable Date.

It is proposed that the Scheme Mandate Limit is “refreshed” so that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other option schemes on or after the date of AGM will not exceed 10% of the issued share capital of the Company. Option previously granted under the Share Option Scheme and any other option schemes of the Company (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the Scheme Mandate Limit as “refreshed”.

If the Scheme Mandate Limit is “refreshed”, on the basis of 1,117,091,128 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company may grant options entitling holders to subscribe for up to a maximum 111,709,112 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the proposed refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and

LETTER FROM THE BOARD

- (b) the Stock Exchange granting approval for the listing of and permission to deal in the new Shares to be issued upon the exercise of Share Option Scheme up to 10% of the issued share capital of the Company on the date of the AGM.

Application will be made to the Stock Exchange for the listing of and permission to deal in any Shares, representing 10% of the issued share capital as the date of the AGM approving the refreshment of the Scheme Mandate Limit, to be issued upon exercise of the options to be granted under the refreshed Scheme Mandate Limit.

The Directors consider that it will be for the benefit of the Company and its Shareholders as a whole that the eligible participants of the Share Option Scheme are granted rights to obtain equity holdings of the Company through the grant of options under the Share Option Scheme. This will incentivise the eligible participants to contribute to the success of the Group. For these reasons, the Directors propose the passing of an ordinary resolution at the AGM for the “refreshment” of the Scheme Mandate Limit.

RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles of Association, Mr. Wang Zhiqiang, Mr. Wang Xubing, Dr. Shi Chongming, Mr. Siu Kwok Leung, Mr. Wang Nengguang, Mr. Pang Chor Fu, Professor Liang Neng, and Mr. Lee Kit Wah (together, “**Retiring Directors**”) will retire at the AGM and being eligible for re-election by the Shareholders. All of the retiring Directors will offer themselves for re-election by the Shareholders. Details of the Retiring Directors which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice dated 9 April 2010 convening the AGM is set out in Appendix III, which contains, among others, ordinary resolutions to approve the Repurchase Mandate and Issue Mandate is contained in this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM and at any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with the Listing Rules and Articles of the Company. The Chairman will explain the detailed procedures for conducting a poll at the commencement of the AGM.

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On a poll, every Shareholder presents in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid Share held. A Shareholder presents in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/its votes or cast all his/its votes in the same way.

After the conclusion of the AGM, the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company at www.sinocom.cn.

RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate and the Issue Mandate (and the extension thereto as described in resolution 5(C) set out in the notice of the AGM contained in Appendix III to this circular), the refreshment of the Scheme Mandate Limit under the Share Option Scheme and the re-election of Retiring Directors are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM.

GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

Your attention is also drawn to the additional information set out in the Appendices to this circular.

By Order of the Board

Siu Kwok Leung

Executive Director and Company Secretary

This Appendix I serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to you to enable you to make an informed decision as to whether to vote for or against the Repurchase Resolution.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,117,091,128 Shares. Subject to the passing of the Repurchase Resolution at the AGM and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 111,709,112 Shares, being 10% of the issued share capital of the Company.

REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

FUNDING OF REPURCHASE

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the Listing Rules and the applicable laws of the Cayman Islands.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the 2009 Annual Report for the year ended 31 December 2009) in the event that repurchases of Shares under the Repurchase Mandate were to be carried out in full during the period of the Repurchase Mandate.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date:

Month	Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
April	0.89	0.74
May	0.96	0.75
June	1.03	0.79
July	1.06	0.77
August	1.05	0.78
September	0.93	0.79
October	0.96	0.83
November	0.94	0.85
December	1.04	0.92
2010		
January	1.23	0.93
February	1.10	0.98
March	1.36	1.03
April (up to the Latest Practicable Date)	1.25	1.15

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchase of its own Shares.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

TAKEOVERS CODE

If as a result of repurchase(s) of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase of his or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Wang Xubing, Mr. Wang Zhiqiang, Ms. Yuan Yue Ling and Ms. Zhang Yue through their interest in China Way International Limited ("**China Way**") were deemed to be interested in a total of 563,000,000 Shares, representing approximately 50.4% of the total issued share capital of the Company. The exercise in full of the Repurchase Mandate by the Company, assuming that the issued share capital of the Company remains 1,117,091,128 Shares and there is no alteration to the existing shareholding of Mr. Wang Xubing, Mr. Wang Zhiqiang, Ms. Yuan Yue Ling and Ms. Zhang Yue in China Way, the indirect shareholding of Mr. Wang Xubing, Mr. Wang Zhiqiang, Ms. Yuan Yue Ling and Ms. Zhang Yue in aggregate in the Company will increase to approximately 56.0%. On this basis, the Directors are not aware of any consequence that would arise under the Takeovers Code as a result of a repurchase pursuant to the Repurchase Mandate.

SHARE REPURCHASE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association:

BIOGRAPHICAL INFORMATION*Executive Directors***Mr. Wang Zhiqiang**

Mr. Wang Zhiqiang (王志強), aged 46, is the chairman of the Board and the chief executive officer of the Group. He has been a member of the senior management since the establishment of Zhongxun Computer System (Beijing) Co., Ltd. (中訊計算機系統(北京)有限公司) (“SinoCom Beijing”) in August 1995. Mr. Wang is responsible for the formulation of corporate strategies, and oversees financial and human resources management of the Group. He has more than ten years’ experience in the information technology industry. He graduated from the Northern Jiaotong University (北方交通大學) in 1984 and obtained a bachelor’s degree in computer studies. Before founding the Group in 1995, he worked in Beijing Oracle Software Systems Co., Ltd. from 1990 to 1994 during which period he was engaged as sales representative, senior sales representative and business manager and was responsible for the sales and marketing of its products.

Mr. Wang has no relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed herein, Mr. Wang did not hold any directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Wang, through his interest in a controlled corporation, China Way, is deemed to be interested in 563,000,000 Shares in the Company pursuant to Part XV of SFO. Mr. Wang has entered into a service contract with the Company for a period of 12 months under which Mr. Wang is currently entitled to a remuneration comprising an annual salary of HK\$1,960,723, a discretionary bonus to be determined by the Company having regard to the operating results of the Group and other retirement benefit scheme contributions, the amounts of which are yet to be determined by the Company and Mr. Wang. The emoluments of the Directors are determined with reference to that director’s responsibilities, abilities and performance, the Company’s operations, as well as remuneration benchmark in the industry and prevailing market conditions.

Save as disclosed above, there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(x) of the Listing Rules. There is no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Director.

Mr. Wang Xubing

Mr. Wang Xubing (王緒兵), aged 47, is the president and a founder of the Group. Mr. Wang is responsible for the management and business development of the Group. He has more than ten years' experience in software development and corporate management. Mr. Wang graduated from Northern Jiaotong University in 1987 with a master's degree in computer studies. Before founding the Group in August 1995, Mr. Wang worked in Japan from 1988 to 1994. During that period, Mr. Wang gained experience in software development and technical management during his employment with テー・エス・デー株式会社(TSD) and 日中コミュニケーションズ株式会社(JCC). After returning to the PRC from Japan, Mr. Wang established SinoCom Beijing in 1995 at which time P.R.O. Co., Ltd. held an approximately 77% equity interest in SinoCom Beijing as nominee on his behalf.

Mr. Wang has no relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed herein, Mr. Wang did not hold any directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Wang, through his interest in a controlled corporation, China Way, is deemed to be interested in 563,000,000 Shares in the Company pursuant to Part XV of SFO. Mr. Wang has entered into a service contract with the Company for a period of 12 months under which Mr. Wang is currently entitled to a remuneration comprising an annual salary of HK\$1,960,723, a discretionary bonus to be determined by the Company having regard to the operating results of the Group and other retirement benefit scheme contributions, the amounts of which are yet to be determined by the Company and Mr. Wang. The emoluments of the Directors are determined with reference to that director's responsibilities, abilities and performance, the Company's operations, as well as remuneration benchmark in the industry and prevailing market conditions.

Save as disclosed above, there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(x) of the Listing Rules. There is no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Director.

Dr. Shi Chongming

Dr. Shi Chongming (時崇明), aged 55, is an executive Director and the managing director of SinoCom Japan Corporation (日本中訊株式會社). Dr. Shi graduated from Shenyang Institute of Technology (瀋陽機電學院) in 1982 with a bachelor's degree in electronic engineering. He then obtained a master's degree in engineering from Northeast China Heavy Machinery Institute (東北重型機械學院) in 1984. He then continued his studies in Japan and obtained a doctorate in engineering from Hokkaido University in 1988. In 1991, Dr. Shi worked as the chief engineer in Think Co., Ltd., a software company in Japan. From June 1994 to June 1999, Dr. Shi worked for Sysnauts Co., Ltd. as its senior managing director. He joined the Group in July 1999.

Dr. Shi has no relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed herein, Dr. Shi did not hold any directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Dr. Shi has a beneficial interest of 4,043,200 Shares in the Company pursuant to Part XV of SFO. Dr. Shi has entered into a service contract with the Company for a period of 12 months under which Dr. Shi is currently entitled to a remuneration comprising an annual salary of HK\$1,505,750, a discretionary bonus to be determined by the Company having regard to the operating results of the Group and other retirement benefit scheme contributions, the amounts of which are yet to be determined by the Company and Dr. Shi. The emoluments of the Directors are determined with reference to that director's responsibilities, abilities and performance, the Company's operations, as well as remuneration benchmark in the industry and prevailing market conditions.

Save as disclosed above, there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(x) of the Listing Rules. There is no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Director.

Mr. Siu Kwok Leung

Mr. Siu Kwok Leung (邵國樑), aged 47, is an executive Director as well as the chief financial officer and the company secretary of the Company. He is responsible for budget preparation, cost control, investment and financing, and merger and acquisition activities of the Group. He is also responsible for the management of the finance department of the Group. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Mr. Siu graduated from Hong Kong Polytechnic University with a professional diploma in accountancy in 1986. He then obtained a master's degree in finance from the Chinese University of Hong Kong in 1999, and a master's degree in ecommerce from the University of Hong Kong in 2001. Mr. Siu was a senior accounting officer of KPMG in Hong Kong from 1986 to 1988; a financial accountant of the Dairy Farm Group from 1988 to 1990; and a finance and administration manager of Oracle Systems Hong Kong Limited from 1990 to 1991. He was then appointed as the financial controller and subsequently an executive director of Star Entertainment (International Holding) Limited from 1991 to 1996; the financial controller of Kessel Electronics (HK) Ltd. from 1997 to 2000; and the finance and operations directors of Emphasis Media Limited of the Time Warner Group in Hong Kong from 2000 to 2001. Mr. Siu joined the Group in 2002.

Mr. Siu has no relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Siu did not hold any directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Siu has a beneficial interest of 4,280,000 Shares in the Company pursuant to Part XV of SFO. Mr. Siu has entered into a service contract with the Company for a period of 12 months under which Mr. Siu is currently entitled to a remuneration comprising an annual salary of HK\$1,307,496, a discretionary bonus to be determined by the Company having regard to the operating results of the Group and other retirement benefit scheme contributions, the amounts of which are yet to be determined by the Company and Mr. Siu. The emoluments of the Directors are determined with reference to that director's responsibilities, abilities and performance, the Company's operations, as well as remuneration benchmark in the industry and prevailing market conditions.

Save as disclosed above, there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(x) of the Listing Rules. There is no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Director.

Non-executive Director

Mr. Wang Nengguang

Mr. Wang Nengguang (王能光), aged 52, is the vice president and the chief financial officer of Legend Capital Limited, which engages in venture capital investments. Mr. Wang holds a master's degree (研究生) in economics management from the Chinese Communist Central Academy (中共中央黨校). Since 1994, Mr. Wang has been appointed as general manager of the finance department of the Lenovo Group Limited, a company the shares of which are listed on the Main Board of the Stock Exchange. He was appointed as a Director in February 2003. He was appointed as a non-executive director of China Sunshine Paper Holdings Company Limited, a company listed on the Main Board of the Stock Exchange, in November 2007.

Mr. Wang has no relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed herein, Mr. Wang did not hold any directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Wang does not have any beneficial interest in the Company pursuant to Part XV of SFO. Mr. Wang has entered into a service contract with the Company for a period of 12 months under which Mr. Wang is currently entitled to a remuneration comprising an annual salary of HK\$200,000, a discretionary bonus to be determined by the Company having regard to the operating results of the Group and other retirement benefit scheme contributions, the amounts of which are yet to be determined by the Company and Mr. Wang. The emoluments of the Directors are determined with reference to that director's responsibilities, abilities and performance, the Company's operations, as well as remuneration benchmark in the industry and prevailing market conditions.

Save as disclosed above, there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(x) of the Listing Rules. There is no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Director.

*Independent non-executive Directors***Mr. Pang Chor Fu**

Mr. Pang Chor Fu (彭楚夫), aged 42, earned his Bachelor of Science from Boston University in 1990 and later obtained his Master in IT Education from University of Wollongong and EMBA from Beijing University. Mr. Pang was a System Engineer of Toshiba group in Japan and founded various education and IT enterprises in Hong Kong since his return from Japan in 1993. Mr. Pang currently serves as a president of DW Education Group that focuses on IT and education business. He is an active member of several business communities in Hong Kong. Besides being a director of The Chinese General Chamber of Commerce (香港中華總商會) and vice-chairman of its Youth Committee, he is also a director of The Hong Kong Chinese Importers' & Exporters' Association (香港中華出入口商會), the vice-chairman of its IT committee and the vice-chairman of Hong Kong & Mainland Software Industry Cooperation Association (香港軟件行業協會). Mr. Pang was appointed as a Director in February 2004.

Mr. Pang has no relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed herein, Mr. Pang did not hold any directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Pang does not have any beneficial interest in the Company pursuant to Part XV of SFO. Mr. Pang has entered into a service contract with the Company for a period of 12 months under which Mr. Pang is currently entitled to a remuneration comprising an annual salary of HK\$200,000, a discretionary bonus to be determined by the Company having regard to the operating results of the Group and other retirement benefit scheme contributions, the amounts of which are yet to be determined by the Company and Mr. Pang. The emoluments of the Directors are determined with reference to that director's responsibilities, abilities and performance, the Company's operations, as well as remuneration benchmark in the industry and prevailing market conditions.

Save as disclosed above, there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(x) of the Listing Rules. There is no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Director.

Mr. Lee Kit Wah

Mr. Lee Kit Wah (李傑華), aged 55, graduated from University of Toronto in 1979 with a bachelor's degree in Commerce. He is a fellow of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Taxation Institute of Hong Kong and a member of the Institute of Chartered Accountants in England and Wales. Mr. Lee was trained at Price Waterhouse (presently PricewaterhouseCoopers) in Hong Kong from 1979 to 1984, and worked at F. S. Li & Co., Certified Public Accountants between 1985 to 1988 first as an audit supervisor and then as an audit manager. He has been practising as a certified public accountant in Hong Kong since 1988 and is the managing director of an accounting firm, Katon CPA Limited. He was appointed as a Director in March 2004. Mr. Lee is also an independent non-executive director of ITC Corporation Limited ("ITC") and was also an independent non-executive director of Overseas Chinese Town (Asia) Holdings Limited (formerly known as Huali Holdings (Group) Limited) during the period from September 2005 to April 2007, both listed on the Stock Exchange.

Mr. Lee has no relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed herein, Mr. Lee did not hold any directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Lee does not have any beneficial interest in the Company pursuant to Part XV of SFO. Mr. Lee has entered into a service contract with the Company for a period of 12 months under which Mr. Lee is currently entitled to a remuneration comprising an annual salary of HK\$200,000, a discretionary bonus to be determined by the Company having regard to the operating results of the Group and other retirement benefit scheme contributions, the amounts of which are yet to be determined by the Company and Mr. Lee. The emoluments of the Directors are determined with reference to that director's responsibilities, abilities and performance, the Company's operations, as well as remuneration benchmark in the industry and prevailing market conditions.

On 15 November 2005, the Securities and Futures Commission (the "SFC") criticized the board of directors of ITC for breach of Rule 21.3 of the Takeovers Code in respect of the dealing in the securities of Hanny Holdings Limited by Famex Investment Limited, a subsidiary of ITC during an offer period without the consent of the Executive Director of the Corporate Finance Division of the SFC. Mr. Lee was then an independent non-executive director of ITC and did not take part in such dealing of securities. The Board (other than Mr. Lee Kit Wah) are of the view that the criticism of the board of ITC by the SFC will not affect the eligibility and suitability of Mr. Lee being appointed as a Director of the Company.

Save as disclosed above, there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(x) of the Listing Rules. There is no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Director.

Professor Liang Neng

Professor Liang (梁能), aged 58, was appointed as the independent non-executive Director in 2008. He is the Professor of Management and Associate Dean at the China Europe International Business School ("CEIBS"). Currently, he is a Senior Fellow at the Wharton School, University of Pennsylvania. He is also a standing committee member of Shanghai Pudong Chinese People's Political Consultative Conference. Previously he was a tenured Professor of Management at Loyola University of Maryland, USA, and a professor of management at the China Centre for Economic Research of Beijing University. Professor Liang received his Ph.D. from Indiana University (Bloomington), an MBA from The Wharton School, and was a Fulbright Scholar at Stanford University in 1984. He received CEIBS Teaching Excellence Award in 2007.

Professor Liang served as a consultant to multinational firms such as General Electric Company, Johnson & Johnson and PepsiCo Inc., as a vice president of the Chinese Economists Society ("CES"), and as the Chairman of the Baltimore-Xiamen Sister City Committee of the Municipal Government of Baltimore, USA. From 1998 to 2001, he served as the first Chinese director of the Beijing International MBA program at Beijing University. Since July 2007, Professor Liang has been appointed as an independent director of Foshan Saturday Shoes Co., Ltd., a company which was listed on the Shenzhen Stock Exchange in September, 2009.

Professor Liang has no relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed herein, Professor Liang did not hold any directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Professor Liang does not have any beneficial interest in the Company pursuant to Part XV of SFO. Professor Liang has entered into a service contract with the Company for a period of 12 months under which he is entitled to a remuneration comprising an annual salary of HK\$200,000 and a discretionary bonus to be determined by the Company having regard to the operating results of the Group and other retirement benefit scheme contributions, the amounts of which are yet to be determined by the Company and Professor Liang. The emoluments of the Directors are determined with reference to that director's responsibilities, abilities and performance, the Company's operations, as well as remuneration benchmark in the industry and prevailing market conditions.

Save as disclosed above, there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(x) of the Listing Rules. There is no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Director.



SinoCom
SINOCOM SOFTWARE GROUP LIMITED
中訊軟件集團股份有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 0299)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of SinoCom Software Group Limited (the “**Company**”) will be held at Caine Room, Level 7, Conrad Hong Kong, 88 Queensway, Hong Kong on 18 May 2010, Tuesday at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the financial year ended 31 December 2009.
2. To declare final dividend for the year ended 31 December 2009.
3. To re-elect the retiring directors and authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors.
4. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, to pass with or without modification the following ordinary resolutions:

ORDINARY RESOLUTIONS

5. (A) “**THAT**
 - (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue, or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company, or (c) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

(B) “THAT

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase or otherwise acquire shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the requirements of the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) be is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which are authorised to be purchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

(C) “THAT,

conditional upon the passing of the resolutions set out in paragraphs 5(A) and 5(B) of the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 5(A) of the notice convening this meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the directors of the Company under the resolution set out in paragraph 5(B) above of the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

6. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the shares of HK\$0.025 each in the share capital of the Company (representing 10% of the shares of the Company in issue as at the date of passing this resolution) which may be issued pursuant to the exercise of options granted under the Company’s share option scheme adopted on 2 April 2004 (the “**Scheme**”), the refreshment of the scheme limit in respect of the grant of options to subscribe for ordinary shares in the Company under the Scheme provided that the total number of ordinary shares which may be allotted or issued pursuant to the grant or exercise of options under the Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Scheme) shall not exceed 10% of the shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Mandate Limit**”) be and is hereby approved and the directors of the Company be and are hereby authorised to grant options under the Scheme up to the Refreshed Mandate Limit, to exercise all powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

By Order of the Board

Siu Kwok Leung

Executive Director and Company Secretary

Hong Kong, 9 April 2010

Notes:

- (a) The register of members of the Company will be closed from 14 May 2010 to 18 May 2010 (both days inclusive), during which period no transfer of shares in the Company can be registered.
- (b) All transfer documents accompanied by the relevant share certificates must be lodged with the branch registrar of the Company in Hong Kong, Tricor Investor Services Limited at 26th Floor Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30pm on 13 May 2010.
- (c) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (d) To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the branch registrar of the Company in Hong Kong, Tricor Investor Services Limited at 26th Floor Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting.
- (e) With reference to resolution number 3 above, Mr. Wang Zhiqiang, Mr. Wang Xubing, Dr. Shi Chongming, Mr. Siu Kwok Leung, Mr. Wang Nengguang, Mr. Pang Chor Fu, Mr. Lee Kit Wah and Professor Liang Neng will retire and, being eligible, offer themselves for re-election at the Annual General Meeting. Details of the above directors are set out in Appendix II to the circular dated 9 April 2010.