



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)

FORM OF PROXY FOR ANNUAL GENERAL MEETING – 18 May 2010

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.025 each in the capital of SinoCom Software Group Limited (the “Company”), HEREBY APPOINT ^(Note 3) _____
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 Caine Room, Level 7, Conrad Hong Kong, 88 Queensway, Hong Kong on 18 May 2010, Tuesday at 10:30 a.m. and at any adjournment thereof, to vote for me/us as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2009.		
2.	To declare final dividend for the year ended 31 December 2009.		
3(I).	To re-elect Mr. Wang Zhiqiang as director and authorise the board of directors to fix his remuneration.		
3(II).	To re-elect Mr. Wang Xubing as director and authorise the board of directors to fix his remuneration.		
3(III).	To re-elect Dr. Shi Chongming as director and authorise the board of directors to fix his remuneration.		
3(IV).	To re-elect Mr. Siu Kwok Leung as director and authorise the board of directors to fix his remuneration.		
3(V).	To re-elect Mr. Wang Nengguang as director and authorise the board of directors to fix his remuneration.		
3(VI).	To re-elect Mr. Pang Chor Fu as director and authorise the board of directors to fix his remuneration.		
3(VII).	To re-elect Mr. Lee Kit Wah as director and authorise the board of directors to fix his remuneration.		
3(VIII).	To re-elect Professor Liang Neng as director and authorise the board of directors to fix his remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorise the board of directors to fix their remuneration.		
5(A).	Ordinary resolution no. 5(A) set out in the notice of the Annual General Meeting (to give a general mandate to the directors to issue shares in the Company).		
5(B).	Ordinary resolution no. 5(B) set out in the notice of the Annual General Meeting (to give a general mandate to the directors to repurchase shares in the Company).		
5(C).	Ordinary resolution no. 5(C) set out in the notice of the Annual General Meeting (to extend the general mandate to the directors to issue shares in the Company).		
6.	To refresh the scheme mandate limit to grant options under the Company’s share option scheme.		

Dated this _____ day of _____ 2010 Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of HK\$0.025 each 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).
- 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. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Important: If you wish to vote for any of the resolution, tick in the appropriate box marked “For”. If you wish to vote against any of the resolution, tick in the appropriate box marked “Against”. Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution 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, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- In the case of joint holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, the holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
- To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited with the Company’s share 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 appointed for holding the meeting or any adjourned meeting. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initialled by the person who signs it.