



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: 299)

**FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING
 TO BE HELD ON 27 APRIL 2011**

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 Extraordinary General Meeting of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 27 April 2011 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. Unless otherwise indicated, capitalised terms defined in the circular of the Company dated 8 April 2011 shall have the same meaning when used in this proxy form.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve the Subscription Agreement, the Shareholders’ Agreement and the Transaction (including the Subscription, the grant and exercise of the Options).		

Dated this _____ day of _____, 2011. 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 the resolution, tick in the box marked “For”. If you wish to vote against 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 the 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.