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SinoCom

SJI (Hong Kong) Limited
*(incorporated in Hong Kong
with limited liability)*

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)

JOINT ANNOUNCEMENT

OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS

**MANDATORY CONDITIONAL CASH OFFERS BY
HAITONG INTERNATIONAL SECURITIES COMPANY LIMITED
ON BEHALF OF
SJI (HONG KONG) LIMITED
FOR ALL THE ISSUED SHARES IN
SINOCOM SOFTWARE GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED
BY SJI (HONG KONG) LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)
AND**

FOR THE CANCELLATION OF ALL OUTSTANDING SHARE OPTIONS

Financial adviser to SJI (Hong Kong) Limited



Haitong International Capital Limited

The boards of directors of the Offeror and the Company jointly announce that, as the condition set out in the Offer Document has now been satisfied, the Offers have become unconditional in all respects on 18 June 2012. The Offer Document has been despatched by the Offeror on 11 June 2012. Pursuant to Rule 15.1 of the Takeovers Code, the Offers shall remain open for acceptance for at least 28 days following the date on which the Offer Document is despatched. The latest time and date for acceptance of the Offers will be 4:00 p.m. on Monday, 9 July 2012 or such other time as the Offeror may determine and announce in accordance with the Takeovers Code.

References are made to the joint announcements dated 15 May 2012, 21 May 2012 and 11 June 2012 jointly issued by the Offeror and the Company, the announcements dated 8 March 2012 and 5 April 2012 issued by the Company and the offer document issued by the Offeror dated 11 June 2012 in relation to, among other things, the Offers. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the offer document dated 11 June 2012 issued by the Offeror (the “**Offer Document**”).

THE OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS

As mentioned in the Offer Document, the Share Offer will be conditional upon the Offeror having received valid acceptances of the Share Offer in respect of such number of Shares which, together with the Shares already owned by the Offeror and parties acting in concert with it, will result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company. Pursuant to Rules 13.4 of the Takeovers Code, the Option Offer will become unconditional upon the Share Offer becoming or being declared unconditional.

As at 18 June 2012, the Offeror and parties acting in concert with it owned an aggregate of 451,604,000 Shares, representing approximately 40.5% of the issued share capital of the Company. Up to 18 June 2012, the Offeror has received valid acceptances of 184,058,000 Shares (the “**Acceptance Shares**”), representing approximately 16.5% of the issued share capital of the Company and has no valid acceptances of Share Options.

Before the Offer Period commenced on 8 March 2012, none of the Shares or any rights over Shares were held, controlled or directed by the Offeror and parties acting in concert with it.

Save for the acquisition of the Sale Shares, being 451,604,000 Shares, representing approximately 40.5% of the existing issued share capital of the Company, the Offeror and parties acting in concert with it have not acquired or agreed to be acquired any Shares and rights over Shares during the Offer Period and up to and including the date of this joint announcement. Neither the Offeror nor any parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period up to the date of this joint announcement.

Taking into account the Acceptance Shares and the Sale Shares held by the Offeror, the Offeror and parties acting in concert with it are interested in an aggregate of 635,662,000 Shares, representing approximately 57.0% of the total issued share capital of the Company as at 4:00 p.m. on 18 June 2012. Accordingly, the condition of the Share Offer has been fulfilled and has become unconditional in all respects on 18 June 2012. Accordingly, the Option Offer has also become unconditional in all respects pursuant to Rules 13.4 of the Takeovers Code.

THE OFFERS REMAIN OPEN FOR ACCEPTANCE

The boards of directors of the Offeror and the Company jointly announce that, as the condition set out in the Offer Document has now been satisfied, the Offers have become unconditional in all respects on 18 June 2012. The Offer Document has been despatched by the Offeror on 11 June 2012. Pursuant to Rule 15.1 of the Takeovers Code, the Offers shall remain open for acceptance for at least 28 days following the date on which the Offer Document is despatched. The latest time and date for acceptance of the Offers will be 4:00 p.m. on Monday, 9 July 2012 or such other time as the Offeror may determine and announce in accordance with the Takeovers Code.

Shareholders are advised to refer to the Offer Document if they wish to accept the Offers. Shareholders are also advised to refer to the letter from the Board, the letter from the Independent Board Committee to the Independent Shareholders and the Optionholders and the letter from the Independent Financial Adviser to the Independent Board Committee to be contained in the Response Document in respect of the Offers. Further announcement on the result of the Offers will be made on 9 July 2012 in accordance with Rule 19.1 of the Takeovers Code.

Remittances in respect of the amount due to each of the accepting Independent Shareholders less seller's ad valorem stamp duty in respect of the Offer Shares tendered by him under the Share Offer will be despatched to such Independent Shareholder by ordinary post at his own risk as soon as possible but in any event within seven Business Days of the later of the date hereof and the receipt of all the relevant documents by the Registrar to render such acceptance complete and valid.

Remittances in respect of the amount due to the Optionholder in respect of the Share Options tendered by him under the Option Offer will be despatched to such Optionholder by ordinary post at his own risk as soon as possible but in any event within seven Business Days of the later of the date hereof and the receipt of all the relevant documents by the company secretary of the Company to render such acceptance complete and valid.

For and on behalf of
SJI (Hong Kong) Limited
Kotoi Hirofumi
Director

By order of the Board
SinoCom Software Group Limited
Wang Zhiqiang
Chairman

Hong Kong, 18 June 2012

As at the date of this joint announcement, the executive Directors are Mr. Wang Zhiqiang, Mr. Wang Xubing, Dr. Shi Chongming, Mr. Siu Kwok Leung, Mr. Li Jian and Mr. Kotoi Hirofumi; and the independent non-executive Directors are Professor Liang Neng, Mr. Lee Kit Wah and Mr. Yamamoto Yoshimasa.

As at the date of this joint announcement, the directors of the Offeror are Mr. Li Jian, Mr. Tano Daichi and Mr. Kotoi Hirofumi.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

All directors of SJI Inc. and all directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and parties acting in concert with it), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.