



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 (13 AUGUST 2015)
(or at any adjournment thereof)

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 the Chairman of the meeting, or ^(Note 3) _____
of _____
or failing him/her _____
of _____
as my/our proxy to attend and act for me/us and my/our behalf at the Extraordinary General Meeting (or any adjournment thereof) of the Company to be held at Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 13 August 2015 at 11:00 a.m. and at any adjournment thereof, to vote for me/us as hereunder indicated, or if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the creation of the conversion right (the “ Conversion Right ”) which will be attached to the bonds issued by the Company on 22 June 2015 in the aggregate principal amount of HK\$200,000,000 (the “ Bonds ”) in accordance with the terms and conditions of the Bonds, and the allotment and issue of any conversion shares of HK\$0.025 each (the “ Conversion Share ”) in the share capital of the Company upon the exercise of the Conversion Rights (if created and attached to the Bonds), and the grant of a specific mandate to the directors of the Company to allot and issue such relevant Conversion Shares at a conversion price of HK\$2.50 per Conversion Shares, subject to adjustments in accordance with the terms and conditions of the Bonds.		

Date: _____ 2015

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. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. 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 RESOLUTIONS, PLEASE TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK IN THE RELEVANT 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 resolutions 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.
- Any vote in respect of the resolutions to be put forward for consideration at the meeting will be taken by poll.
- 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 Level 22, Hopewell Centre, 183 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.