



# SING LEE SOFTWARE (GROUP) LIMITED

## 新利軟件(集團)股份有限公司\*

(Incorporated in Bermuda with limited liability)

Stock Code: 8076

### FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of Sing Lee Software (Group) Limited (the "Company"), HEREBY APPOINT<sup>3</sup> \_\_\_\_\_  
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 Unicorn & Phoenix, Basement 2, The Charterhouse, 209-219 Wanchai Road, Hong Kong on Friday, 22nd June, 2007 at 10:00 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 <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited combined financial statements and the reports of the directors and auditors for the year ended 31st December 2006.		
2.(i)	To re-elect Mr. Hung Yung Lai as director.		
2(ii)	To re-elect Mr. Cui Jian as director.		
2(iii)	To re-elect Mr. Tam Kwok Hing as director.		
2(iv)	To authorise the board of directors of the Company to fix the remuneration of the directors.		
3.	To re-appoint auditors and authorise the board of directors to fix their remuneration.		
4(A).	Ordinary resolution no. 4(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).		
4(B).	Ordinary resolution no. 4(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).		
4(C).	Ordinary resolution no. 4(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).		
5.	To approve the amendments to the Bye-laws of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Signature<sup>5</sup> \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of HK\$0.01 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.
- 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.
- Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's principal place of business in Hong Kong at 32/F Morrison Plaza, 5-9A Morrison Hill Road, Wanchai Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting.
- Deliver 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.
- Where there are joint holders of any share any one of such joint holder may vote, either in person 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 any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding.

\* for identification only