



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 SPECIAL GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01 each in the share capital of Sing Lee Software (Group) Limited (the "Company"), HEREBY APPOINT³ _____
of _____
or falling him, the Chairman of the meeting as my/our proxy to attend the Special General Meeting of the Company, to be held at Plaza I-III, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 11 January 2007 at 10:00 a.m. and at any adjournment thereof, to vote for me/us as hereinafter indicated, or if no such indication is given, as my/our proxy thinks fit.

RESOLUTION	FOR ⁴	AGAINST ⁴
Ordinary Resolution		

Date this _____ day of _____ 200____ Signature⁵ _____

Notes:

1. Full name(s) and address(es) are to be inserted in BLOCK CAPITAL.
2. 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).
3. 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.
4. 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 above.
5. 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.
6. A proxy need not be a Member. This 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.
7. The instrument appointing a proxy and (if required by the Board) 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 or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
8. 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.
9. 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 purposes only