



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Special General Meeting of Sing Lee Software (Group) Limited (the “Company”) will be held at Phaza I-III, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 11th January, 2008 at 10:00 a.m. to consider and if thought fit pass, with or without amendments, the following ordinary resolutions:

ORDINARY RESOLUTION

“THAT:

- (A) (i) the entering into of a subscription agreement (the “SLI Subscription Agreement”) dated 3rd December, 2007 between the Company and Sing Lee International Trading Limited (“SLI”) pursuant to which, inter alia, the Company agreed to issue 19,430,000 new shares (the “SLI Shares”) of HK\$0.01 each in the capital of the Company (the “Share(s)”) at HK\$0.271 per Share as consideration for full and final settlement of the non-interest bearing loans in an aggregate amount of HK\$5,266,280 due from the Company to SLI (a copy of the SLI Subscription Agreement has been produced to this meeting marked “A” and initialled by the chairman of the meeting of the Company for identification purpose) be and is hereby approved, ratified and confirmed;
- (ii) the issue and allotment of the SLI Shares to SLI or as it may direct be and is hereby approved; and
- (B) (i) the entering into of a subscription agreement (the “SLP Subscription Agreement”) dated 3rd December, 2007 between the Company and Sing Lee Pharmaceutical Import & Export Co. Limited (“SLP”) pursuant to which, inter alia, SLP agreed to subscribe for and the Company agreed to issue 2,330,000 new Shares (the “SLP Shares”) at HK\$0.271 per Share as consideration for full and final settlement of the non-interest bearing loans in an aggregate amount of HK\$632,072 due from the Company to SLP (a copy of the SLP Subscription Agreement has been produced to this meeting marked “B” and initialled by the chairman of the meeting of the Company for identification purpose) be and is hereby approved, ratified and confirmed;

* *For identification purposes only*

- (ii) the issue and allotment of the SLP Shares to SLP or as it may direct be and is hereby approved; and
- (C) (i) the entering into of a subscription agreement (the “Hung Li Subscription Agreement”) dated 3rd December, 2007 between the Company, Mr. Hung Yung Lai and Ms. Li Kei Ling (“Mr. Hung” and “Ms. Li”, respectively) pursuant to which, inter alia, Mr. Hung and Ms. Li agreed to subscribe for and the Company agreed to issue 5,047,500 and 5,047,500 new Shares, respectively (the “Hung and Li Shares”) at HK\$0.271 per Share as consideration for full and final settlement of the non-interest bearing loans in an aggregate amount of HK\$2,736,773.80 due from the Company to Mr. Hung and Ms. Li (a copy of the Hung Li Subscription Agreement has been produced to this meeting marked “C” and initialled by the chairman of the meeting of the Company for identification purpose) be and is hereby approved, ratified and confirmed;
- (ii) the issue and allotment of the Hung and Li Shares to Mr. Hung or Ms. Li (as the case may be) or as they may direct be and is hereby approved;
- (D) (i) the entering into of a subscription agreement (the “Limex Subscription Agreement”) dated 3rd December, 2007 between the Company and Limex Co. (“Limex”) pursuant to which, inter alia, Limex agreed to subscribe for and the Company agreed to issue 28,345,000 new Shares (the “Limex Shares”) at HK\$0.271 per Share as consideration for full and final settlement of all amounts due under the loans in an aggregate amount of HK\$7,681,749.42 due from the Company to Limex (a copy of the Limex Subscription Agreement has been produced to this meeting marked “D” and initialled by the chairman of the meeting of the Company for identification purpose) be and is hereby approved, ratified and confirmed;
- (ii) the issue and allotment of the Limex Shares to Limex or as it may direct be and is hereby approved; and
- (E) the directors of the Company be and are hereby authorised to implement all the transactions referred to in the SLI Subscription Agreement, the SLP Subscription Agreement, the Hung Li Subscription Agreement and the Limex Subscription Agreement and to do all such acts and things and sign all such documents as they shall in their absolute discretion consider necessary or desirable to give effect to the SLI Subscription Agreement, the SLP Subscription Agreement, the Hung Li Subscription Agreement and the Limex Subscription Agreement and the arrangements contemplated thereunder.”

By Order of the Board
Hung Yung Lai
Chairman

Hong Kong, 20th December, 2007

Registered office:
Claredon House
2 Church Street
Hamilton, HM11
Bermuda

Head office and principal place of business:
32nd Floor, Morrison Plaza
5-9A Morrison Hill Road
Wanchai
Hong Kong

Notes:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.

As at the date of this notice, the Board comprises six Directors, of which three are Executive Directors, namely Mr. Hung Yung Lai, Mr. Cui Jian and Mr. Xu Shu Yi; three are Independent Non-executive Directors, namely Mr. Pao Ping Wing, Mr. Tam Kwok Hing and Mr. Lo King Man.