



**SINOSOFT**  
TECHNOLOGY

**SINOSOFT TECHNOLOGY GROUP LIMITED**

**中國擎天軟件科技集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1297)**

**WHITE FORM OF PROXY**

**FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD AT 10:00 A.M. (OR AS SOON AS PRACTICABLE AFTER THE CONCLUSION OR ADJOURNMENT OF THE COURT MEETING) ON MONDAY, 19 FEBRUARY 2024 (HONG KONG TIME) AT 5/F, UNITED CENTRE, 95 QUEENSWAY, HONG KONG (OR AT ANY ADJOURNMENT THEREOF)**

White form of proxy for use at the extraordinary general meeting (or at any adjournment thereof) (the "EGM") of the holders of ordinary shares of HK\$0.01 each in the Company.

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (note b) \_\_\_\_\_ shares of HK\$0.01 each in the Company,  
HEREBY APPOINT THE CHAIRMAN OF THE EGM or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy (note c) to attend and act for me/us and on my/our behalf at the EGM for the purpose of considering and, if thought fit, approving the resolutions set out in the notice dated 26 January 2024 convening the EGM (the "Notice") and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) for or against the resolutions as indicated below, and if no such indication is given as my/our proxy thinks fit, and in respect of any other resolution(s) that may properly come before the EGM and/or any adjournment thereof.

SPECIAL RESOLUTION	FOR (note d)	AGAINST (note d)
1. "THAT:  for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document (as defined further below)) (the "Scheme") as set out in the scheme document of the Company dated 26 January 2024 (the "Scheme Document") and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting (as defined in the Scheme Document), on the Effective Date (as defined in the Scheme Document), any reduction of the issued share capital of the Company associated with the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme Document) be and is hereby approved."		
ORDINARY RESOLUTION	FOR	AGAINST
2. "THAT:  (a) subject to and contemporaneously with the cancellation and extinguishment of the Scheme Shares, the maintenance of the issued share capital of the Company at the amount prior to the cancellation and extinguishment of the Scheme Shares by applying the credit created as a result of the aforesaid cancellation and extinguishment of the Scheme Shares to pay up in full at par such number of new Shares (as defined in the Scheme Document) as is equal to the number of Scheme Shares cancelled for allotment and issuance to the Offeror (as defined in the Scheme Document) be and is hereby approved; and that the directors of the Company be and are hereby authorised to allot and issue such new Shares accordingly; and  (b) any one director of the Company be and is hereby authorised to do all acts and things and to execute all such documents as considered by him/her to be necessary or desirable for or in connection with the implementation of the Proposal (as defined in the Scheme Document), including (without limitation) (i) the making of an application to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of Shares, subject to the Scheme taking effect; (ii) any reduction of the share capital of the Company, (iii) the allotment and issue of Shares to the Offeror referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose."		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2024

Shareholder's signature: \_\_\_\_\_(notes e and f)

Contact Phone Number: \_\_\_\_\_

Notes:

- (a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- (b) Please insert the number of shares registered in your name(s) and to which this form of proxy relates. 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). A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- (c) If any proxy other than the chairman of the EGM is preferred, strike out the words "THE CHAIRMAN OF THE EGM or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the EGM will act as your proxy. Your proxy need not be a member of the Company, but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- (d) **IMPORTANT: If you wish to vote for the resolutions set out above, please tick ("✓") the relevant box marked "For". If you wish to vote against the resolutions, please tick ("✓") the relevant box marked "Against".** If the form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of such resolutions. Your proxy will also be entitled to vote at his/her discretion on any other resolution or motion properly put to the EGM other than those referred to in the Notice.
- (e) This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised.
- (f) To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting at the EGM in person if you so wish, and in such event, this form of proxy will be revoked by operation of law.
- (g) Where there are joint registered holders of any share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the senior holder 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 of members of the Company in respect of the joint holding.
- (h) Capitalised terms used herein but not otherwise defined shall have the same meaning ascribed to them in the composite scheme document dated 26 January 2024 of the Company.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at the above address.