



# SYS SOLUTIONS HOLDINGS LIMITED

## 軟迅科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8182)

### REVISED PROXY FORM

Revised form of proxy for use at the annual general meeting (and at any adjournment thereof) to be held on 8 December 2006

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
shares<sup>2</sup> of HK\$0.01 each in the capital of the above-named Company, HEREBY APPOINT THE CHAIRPERSON OF THE MEETING  
or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the said Company to be held at Conference Room, Unit A, 7th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong, on Friday, 8 December 2006, at 3:00 p.m. to consider and if thought fit, pass the Resolutions set out in the notice convening the said Meeting (the "Notice") and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	(i) To receive and consider the audited consolidated financial statements and reports of the directors and auditors for the year ended 31 July 2006.		
	(ii) To re-elect Mr. Wang Yat Yee Mark as an independent non-executive director.		
	(iii) To authorize the board of directors to fix the remuneration of the directors and any committee of directors.		
	(iv) To re-appoint auditors for the ensuing year and authorize the board of directors to fix their remuneration.		
	(v) To re-elect Mr. Chan Wing Him Kenny as executive director.		
	(vi) To re-elect Mr. Chan Man Ching as executive director.		
2.	(i) To grant a general mandate to the directors to allot, issue and deal with the Company's shares, in terms as set out in ordinary resolution no. 2(i) in the Notice.		
	(ii) To grant a general mandate to the directors to repurchase its own shares, in terms as set out in ordinary resolution no. 2(ii) in the Notice.		
	(iii) To approve the extension of the general mandate to be granted to the directors to allot the Company's shares, in terms as set out in ordinary resolution no. 2(iii) in the Notice.		
SPECIAL RESOLUTIONS		FOR	AGAINST
3.	(i) To approve the amendments to the articles of association of the Company as set out in special resolution no. 3(i) in the Notice.		
	(ii) To adopt the new articles of association, consolidating all of the changes referred to in special resolution no. 3(i) above and in the form produced to the meeting in replacement of the existing articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006. Signed<sup>5</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this revised form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairperson is preferred, strike put "the Chairman of the Meeting" here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his vote 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 in the Notice convening the Meeting.
- This revised form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for the purpose seniority will be determined by the order in which the names stand in the Register of Members.
- This revised form of proxy and the 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 deposited at the Company's Hong Kong branch share registrar, Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Annual General Meeting, and in default the revised form of proxy shall not be treated as valid.
- The completion and return of the revised form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) should you so wish.
- The proxy need not be a member of the Company.