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**SinoCom**

**SINOCOM SOFTWARE GROUP LIMITED**

**中訊軟件集團股份有限公司**

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

**(Stock code: 299)**

**CLARIFICATION ANNOUNCEMENT**

**MAJOR TRANSACTION  
IN RELATION TO A POSSIBLE ACQUISITION  
OF THE ENTIRE EQUITY INTEREST IN  
KINGWORLD (BEIJING) TECHNOLOGY CO., LTD.**

Reference is made to the announcement of the SinoCom Software Group Limited (the “**Company**”) dated 18 December 2014 (the “**Announcement**”). Unless otherwise defined, capitalized terms in this announcement shall have the same meanings as defined in the Announcement.

The Framework Agreement is a legally binding agreement. Pursuant to the Framework Agreement, the parties agreed to enter into the Formal Agreement in respect of the Possible Acquisition on or before 31 March 2015. Upon entering into the Formal Agreement, the Framework Agreement will be terminated automatically and further announcement(s) shall be made as and when it is appropriate and immediately after the Company enters into the Formal Agreement with the Vendors in relation to the Possible Acquisition.

The Formal Agreement and the transactions contemplated thereunder (including the Specific Mandate to be sought for the allotment and issue of the Consideration Shares) are subject to Shareholders’ approval by way of poll at the EGM.

A circular containing, among other things, (i) the detailed terms and conditions of the Formal Agreement; (ii) the financial information of the Target; and (iii) a notice convening the EGM, is expected to be despatched to the Shareholders on or before 31 March 2015 as additional time is required for conducting further due diligence of the Target and the negotiation of the detailed terms and conditions of the Formal Agreement.

Pursuant to the Framework Agreement, the completion of the Possible Acquisition is conditional upon satisfaction of, among others (i) the passing of resolutions by the Shareholders at general meeting of the Company approving the terms and conditions of the Formal Agreement and the transactions contemplated thereunder; and (ii) the completion of the due diligence of the Target to the satisfaction of the Company.

**The Framework Agreement may or may not lead to the entering into the Formal Agreement and the Possible Acquisition may or may not materialize. If the Possible Acquisition is materialized, it may constitute a major transaction on the part of the Company pursuant to the Listing Rules. The Company will comply with the applicable requirements of the Listing Rules, including announcement and shareholders' approval requirements, when the Formal Agreement is entered into. Shareholders and potential investors are reminded to exercise extreme caution when dealing in the shares and other securities of the Company.**

By order of the Board  
**SinoCom Software Group Limited**  
**Zuo Jian Zhong**  
*Co-Chairman*

Hong Kong, 19 December 2014

*As at the date of this announcement, the Company's executive directors are Mr. Wang Zhiqiang, Mr. Zuo Jian Zhong and Mr. Tang Yau Sing and the non-executive director is Mr. Kotoi Hirofumi, and the independent non-executive directors are Mr. Chui Man Lung Everett, Mr. Wu Hong and Mr. Han Chu.*