



Futong Technology Development Holdings Limited
富通科技發展控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 465)

FORM OF PROXY

Form of proxy for use at the extraordinary general meeting (“Meeting”) of Futong Technology Development Holdings Limited (the “Company”) to be held at Rooms 929-935, 9th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong at 10:30 a.m. on 3 March 2010 (Wednesday) and at any adjournment thereof

I/We¹ _____

of _____

being the registered holder(s) of² _____

shares of HK\$0.10 each in the capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or³ _____

_____ of _____

to act as my/our proxy to attend and on my/our behalf at the Meeting of the Company to be held at Rooms 929-935, 9th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong at 10:30 a.m. on 3 March 2010 (Wednesday) (or at any adjournment thereof) in respect of the resolution set out in the notice convening the Meeting as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR⁴	AGAINST⁴
(a)	To approve, ratify and confirm the shareholders agreement entered into amongst 北京富通東方科技有限公司 (Beijing Futong Dongfang Technology Co., Ltd.*) (“ Futong Dongfang ”), 中金數據系統有限公司 (Centrin Data Systems Co., Ltd.*), Mr. Zhang Shu Dan and 北京深思軟件股份有限公司 (Beijing Deep Thought Software Co., Ltd.*) on 22 January 2010 (the “ Shareholders Agreement ”);		
(b)	To approve, ratify and confirm the provision of financial support by Futong Dongfang to the joint venture company as contemplated under the Shareholders Agreement by means of shareholder’s loan and/or provide guarantees to the joint venture company for its external financing, with the proposed maximum annual caps for each of the years ending 31 December 2010, 2011 and 2012 being RMB50,000,000; and		
(c)	To authorize the directors of the Company, acting together, individually or by committee, to take such actions, do such things and execute such further documents or deeds which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in the above resolutions.		

Dated this _____ day of _____ 2010 Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this 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 Chairman of the Meeting is preferred, please delete the words “THE CHAIRMAN OF THE MEETING or” and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT : IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE APPROPRIATE BOXES BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOXES BELOW THE BOX MARKED “AGAINST”. Failure to tick either boxes will entitle your proxy to cast your vote(s) at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening such meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be under its common seal or under the hand of an officer or attorney or any other person duly authorised to sign this form of proxy.
- In the case of joint holders of a share, 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 holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the share.
- 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 notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting, this form of proxy will be deemed to have been revoked.

** for identification purposes only*