



# Computech Holdings Limited

## 駿科網絡訊息有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8081)

### Instrument appointing a Proxy for the Extraordinary General Meeting of the Company

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ Shares of HK\$0.01 each in the capital of Computech Holdings Limited (“the Company”), HEREBY APPOINT<sup>3</sup> \_\_\_\_\_

of \_\_\_\_\_  
or, failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at 10th Floor, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong at 10:00 a.m. on Wednesday, 6 April 2005 for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting (or any adjournment thereof) and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1. To approve the Rights Issue of 240,000,000 Rights Shares at a price of HK\$0.02 per Rights Share payable in full on acceptance on the basis of one Rights Share for every one existing Share held by the Qualifying Shareholders on the Record Date. The Rights Issue will not be available to the Non-Qualifying Shareholders. <sup>5</sup>		
2. To approve, subject to certain conditions, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options including warrants to subscribe for Shares, which would or might require Shares to be allotted, issued or dealt with, whether during or after the end of the Relevant Period. <sup>5</sup>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2005

Signature(s) \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares of the Company registered in your name(s).
- Insert in BLOCK CAPITALS the name and address of the proxy desired in the space provided. **If no name is inserted, the Chairman of the meeting will act as your proxy.** Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the appropriate box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- Full context of the Ordinary Resolutions is set out in the Notice of Extraordinary General Meeting to which this form of proxy is attached. Terms defined in the Notice of Extraordinary General Meeting shall have the same meanings when used herein unless the context otherwise requires.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed under its seal or under the hand of an officer, attorney or other persons duly authorised on that behalf.
- 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 this purpose seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at 10th Floor, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong not less than 48 hours before the time appointed for holding of the meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

\* for identification purpose only