



NET2GATHER (CHINA) HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

FORM OF PROXY

Form of Proxy for use at the annual general meeting (“AGM”) of Net2Gather (China) Holdings Limited (“Company”) to be held at Salon 6, Level III, JW Marriott Hotel Hong Kong, 88 Queensway, Hong Kong on 21 May 2012, Monday, at 10:00 am

I/We¹ _____ of _____ being the registered holder(s) of² _____ shares of HK\$0.01 each (“Share(s)”) in the share capital of the Company, HEREBY APPOINT³ _____ of _____

or failing him, the Chairman of the meeting or anyone so appointed by the Chairman, to act for me/us as my/our proxy at the AGM (or at any adjournment thereof) to be held at Salon 6, Level III, JW Marriott Hotel Hong Kong, 88 Queensway, Hong Kong, on 21 May 2012, Monday, at 10:00 am to consider and, if thought fit, pass the resolutions set out in the notice convening the AGM and at the said meeting to vote for me/us and on my/our behalf in respect of said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	For ⁴	Against ⁴
1. To receive and consider the Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2011.		
2. A. To re-elect the following retiring Directors of the Company: (i) Mr Leung Ka Kui Johnny (ii) Mr Wong Chuk Yan (iii) Dr Chan Hak Sin B. To authorise the Directors to fix the Directors’ remuneration.		
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Directors to fix its remuneration.		
4. A. To approve the new issue general mandate. B. To approve the share repurchase mandate. C. To approve the extension of new issue general mandate.		
5. To approve the adoption of new share option scheme to replace the existing share option scheme.		

Dated: _____

Signature⁵: _____

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 form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING OR ANYONE SO APPOINTED BY THE CHAIRMAN WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote at his own discretion. Your proxy will also be entitled to vote at his own discretion on any resolution which has been properly put to the meeting other than those referred to in the notice convening the 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 be under its common seal or the hand of an officer duly authorised in that behalf.
- Where they are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- 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 principal place business of the Company at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting (as the case may be).
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.