



VODATEL NETWORKS HOLDINGS LIMITED

愛達利網絡控股有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code: 8033

PROXY FORM

Form of proxy for use at the Annual General Meeting (and at any adjournment thereof) to be held on 22nd June 2012

I/We¹ _____
of _____

being the registered holder(s) of _____ ordinary shares² of HK\$0.10 each in the share capital of Vodatel Networks Holdings Limited ("Company"), HEREBY APPOINT THE CHAIRPERSON OF THE MEETING or³ _____
of _____

as my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be convened and held at Grand Lisboa, Avenida de Lisboa, the Macao Special Administrative Region of the People's Republic of China on Friday, 22nd June 2012 at 3:00 p.m. ("AGM") to consider and if thought fit, pass the resolutions set out in the notice dated 11th May 2012 convening the said meeting ("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 ⁴	AGAINST ⁴
1	(a) To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31st December 2011.		
	(b) To approve the payment of a final dividend for the year ended 31st December 2011.		
	(c) To re-elect José Manuel dos Santos as an executive director of the Company.		
	(d) To re-elect Yim Hong as an executive Director of the Company.		
	(e) To re-elect Kuan Kin Man as an executive Director of the Company.		
	(f) To re-elect Tou Kam Fai as an independent non-executive director of the Company.		
	(g) To authorise the board of the directors of the Company to approve and confirm the terms of appointment (including remuneration) for Tou Kam Fai, further details of which are set out in the circular of the Company dated 11th May 2012.		
	(h) To re-appoint auditor of the Company for the ensuing year and authorise the board of the directors of the Company to fix its remuneration.		
2	(a) To grant a general mandate to the directors of the Company to allot, issue and deal with the shares of the Company, in terms as referred to in ordinary resolution number 2(a) in the Notice.		
	(b) To grant a general mandate to the directors of the Company to repurchase its own shares, in terms as referred to in ordinary resolution number 2(b) in the Notice.		
	(c) To approve the extension of the general mandate to be granted to the directors of the Company to allot shares, in terms as referred to in ordinary resolution number 2(c) in the Notice.		
	(d) To approve the proposed share option scheme and terminate the existing share option scheme, in terms as referred to in ordinary resolution number 2(d) in the Notice.		

Dated this _____ 2012.

Signed⁵: _____

Notes:

- 1 Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 2 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 in the Company registered in your name(s).
- 3 If any proxy other than the chairperson is preferred, strike out "the chairperson of the Meeting" here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OR PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- 4 **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.
- 5 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 either under its common seal or under the hand of an officer or attorney duly authorised.
- 6 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 of the Company.
- 7 In order to be valid, this 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 Hong Kong Special Administrative Region of the People's Republic of China ("Hong Kong") branch share registrar of the Company, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight hours before the time for holding AGM, and in default the form of proxy shall not be treated as valid.
- 8 The completion and return of the form of proxy shall not preclude you from attending and voting in person at AGM (or any adjourned meeting thereof) should you so wish.
- 9 The proxy need not be a member of the Company.
- 10 Any alteration made in this form should be initialled.

* for identification purpose only