



**COL Capital Limited**  
(Incorporated in Bermuda with limited liability)

**PROXY FORM FOR SPECIAL GENERAL MEETING**

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

of \_\_\_\_\_

being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ share(s) of HK\$0.01 each in the capital of **COL CAPITAL LIMITED** (“the Company”) **HEREBY APPOINT** \_\_\_\_\_

of \_\_\_\_\_

or <sup>3</sup> **THE CHAIRMAN OF THE MEETING** as my/our proxy to attend the Special General Meeting (the “Meeting”) of the Company (or at any adjournment thereof) to be held at Board Room, 7th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, the 9th day of August 2004 at 10:30 a.m. and vote for me/us and on my/our behalf in respect of the undermentioned resolution (the full text of which as detailed in the notice of the Special General Meeting dated 16 July 2004) in the manner as indicated below.

Ordinary Resolution	For <sup>4</sup>	Against <sup>4</sup>
To approve the conditional cash offer by Sun Hung Kai International Limited on behalf of the Company to repurchase up to 74,300,000 of its shares held by its shareholders by way of tender at a price of HK\$1.20 in cash per share and the waiver in respect of any mandatory general offer obligation under the Hong Kong Code on Takeovers and Mergers of Vigor Online Offshore Limited and persons acting in concert with it upon completion of the Offer.		

Dated: \_\_\_\_\_ 2004

Signature<sup>5</sup> \_\_\_\_\_

*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 of HK\$0.01 each registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “or **THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast or not to cast his votes on the resolution 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 proxy form must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there 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 be present at the Meeting personally or by proxy, the one of the said persons so present whose name stands first on the register of members in respect of such share shall be entitled to vote in respect thereof.
7. To be valid, the proxy form together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the branch share registrars of the Company in Hong Kong, Tengis Limited at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting if you wish.



COL Capital Limited  
中國網絡資本有限公司\*  
(於百慕達註冊成立之有限公司)

股東特別大會代表委任表格

本人／吾等<sup>1</sup> \_\_\_\_\_

地址為 \_\_\_\_\_

為COL CAPITAL LIMITED(中國網絡資本有限公司)\* (「本公司」) 股本中每股面值0.01港元之股份<sup>2</sup>  
\_\_\_\_\_ 股之登記持有人，

茲委任 \_\_\_\_\_

地址為 \_\_\_\_\_ 或<sup>3</sup>

大會主席為本人／吾等之代表，代表本人／吾等出席本公司於二零零四年八月九日(星期一)上午十時三十分假座香港灣仔港灣道1號會展廣場西南座皇朝會7樓會議廳舉行之股東特別大會(「大會」)(或其任何續會)，並代表本人／吾等按照以下指示投票表決下述之決議案(決議案之全文詳列於日期為二零零四年七月十六日之股東特別大會通告內)。

普通決議案	贊成 <sup>4</sup>	反對 <sup>4</sup>
批准新鴻基國際有限公司代表本公司以提交股份方式按每股股份現金1.20港元之價格，購回其股東所持有最多達74,300,000股股份之有條件現金購回建議及豁免Vigor Online Offshore Limited及與其一致行動之人士根據香港公司收購及合併守則因購回建議完成而須提出任何強制性全面收購建議之任何責任。		

日期：二零零四年 \_\_\_\_\_ 月 \_\_\_\_\_ 日 簽署<sup>5</sup>： \_\_\_\_\_

附註：

1. 請用正楷填上全名及地址。所有聯名股東之姓名均須列出。
2. 請填上登記於 閣下名下與本代表委任表格有關之每股面值0.01港元股份之數目。如未有填上股份數目，則本代表委任表格將被視為與所有登記於 閣下名下之本公司股份有關。
3. 如擬委派大會主席以外人士為代表，請將「或大會主席」等字樣刪去，並在空欄內填上 閣下所擬委派代表之姓名及地址。本代表委任表格之每項更改，均須由簽署人簡簽示可。
4. 注意： 閣下如欲投票贊成上述決議案，請在該決議案之「贊成」欄內填上「√」號。 閣下如欲投票反對上述決議案，請在該決議案之「反對」欄內填上「√」號。如無任何指示，則 閣下之受委代表可自行就該決議案酌情投票或棄權投票。 閣下之代表亦有權酌情對召開大會之通告所載以外，並於會上適當提出之任何決議案投票。
5. 本代表委任表格必須由 閣下或 閣下之正式書面授權人簽署，或股東為公司，則必須加蓋公司印鑑，或由行政人員或獲正式授權之授權人士簽署。
6. 如屬任何股份之聯名登記持有人，則任何一位該等人士均可親身或委派代表就該等股份於大會上投票，猶如彼為唯一有權投票者。惟倘超過一位該等聯名持有人親身或委派代表出席大會，則只有於股東名冊內排名首位之聯名持有人方有權就該等股份單獨投票。
7. 本代表委任表格連同經簽署之授權書(如有)或其他授權文件(如有)，或經由公證人簽署證明之該等文件副本，最遲須於大會或其任何續會之指定舉行時間四十八小時前，交回本公司之股份過戶登記處香港分處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。
8. 受委代表毋須為本公司股東，但須親自出席大會代表 閣下。
9. 閣下填妥及交回代表委任表格後仍可親身出席大會及於會上投票。

\* 中文名稱僅供識別