MegaInfo Holdings Limited
萬佳訊控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8279)

PROXY FORM

Form of proxy for use at the annual general meeting (and at any adjournment thereof) to be held on 23 October 2006

I/We[1] ______________________________

of ______________________________

being the registered holder(s) of ______________________________

shares[2] of HK$0.01 each in the capital of the above-named Company, HEREBY APPOINT THE CHAIRPERSON OF THE MEETING or[3]

____

of ______________________________

as my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the said Company to be held at Boardroom 3-4, M/F., Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Monday, 23 October 2006 at 10 a.m. to consider and if thought fit, pass the Resolutions set out in the notice convening the said Meeting (the "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. To receive and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 30th June 2006.		
2. (i) To re-elect Mr. Sun Ho as executive director and chairman.		
(ii) To re-elect Mr. Kot Wai Ming as executive director.		
(iii) To re-elect Mr. Wang Ronghua as independent non-executive director.		
(iv) To re-elect Mr. Hua Fengmao as independent non-executive director.		
(v) To re-elect Mr. Kwok Wing Leung Andy as independent non-executive director.		
(vi) To authorise the board of directors to fix the remuneration of all directors who are reelected at the AGM as set out in ordinary resolution no.2(vi) in the Notice.		
3. To re-appoint auditors for the ensuing year and authorise the board of directors to fix their remuneration.		
4. (i) To grant a general mandate to the directors to allot, issue and deal with the Company's shares, in terms as referred to in ordinary resolution no.4(i) in the Notice.		
(ii) To grant a general mandate to the directors to repurchase the Company's shares, in terms as referred to in ordinary resolution no.4(ii) in the Notice.		
(iii) To approve the extension of the general mandate to be granted to the directors to allot the Company's shares, in terms as referred to in ordinary resolution no.4(iii) in the Notice.		

SPECIAL RESOLUTIONS	FOR[4]	AGAINST[4]
5. To approve the amendments to the bye-laws of the Company as set out in special resolution no.5 in the Notice.		
6. To adopt the new bye-laws, consolidating all of the changes referred to in special resolution no.5 above and in the form produced to the meeting in replacement of the existing bye-laws of the Company.		

Dated this ____________ day of ____________ 2006. Signed[5]: ______________________________

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
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 OF 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 Annual General Meeting other than those referred to in the Notice convening such 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.
7. 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 Company's Hong Kong branch share registrar, Abacus Share Registrars Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Annual General Meeting, 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 the Annual General Meeting (or any adjourned meeting thereof) should you so wish.
9. The proxy need not be a member of the Company.

* *for identification purposes only*