



China.com Inc.

中華網科技公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8006)

PROXY FORM

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (THE "MEETING") TO BE HELD AT 33/F., CITICORP CENTRE, 18 WHITFIELD ROAD, CAUSEWAY BAY, HONG KONG AT 11:00 A.M. ON JANUARY 16, 2009

I/We _____ (Note 1)
of _____
being the registered holder(s) of (Note 2) _____ shares of
HK\$4.00 each in the capital of China.com Inc. (the "Company"), hereby appoint the Chairman of the Meeting or (Note 3)
_____ of _____
as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at
33/F., Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong at 11:00 a.m. on January 16, 2009 and at any adjournment
thereof in respect of the resolution as indicated below:

Please put a "✓" in the appropriate box to indicate how you wish your vote(s) to be cast on a poll (Note 4).

SPECIAL RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
"THAT: (A) The par value of each existing share be reduced from HK\$4.00 per share to HK\$0.01 per share; (B) The Articles of Association of the Company (as amended) be amended so as to provide that the authorised share capital of the Company is HK\$2,500,000 divided into 250,000,000 shares of HK\$0.01 each; (C) The words "HK\$1,000,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.10 each" in clause 6 of the memorandum of association of the Company (as amended) be deleted and be replaced with the words "HK\$2,500,000 divided into 250,000,000 shares with a nominal or par value of HK\$0.01 each"; (D) The credit arising from the reduction of capital be transferred to a distributable reserve account of the Company; and (E) The directors of the Company be and are hereby authorised to do all such acts and things and sign or execute all such documents or make such arrangements as they may, in their absolute discretion, consider necessary or expedient to effect and implement the matters contemplated by this resolution."		

Date: _____ Signature of Shareholder(s) (Note 5) _____

Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. If this space is not completed, the Chairman of the Meeting will act as your proxy. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: Please indicate with a "✓" in the space provided as to how you wish your votes to be cast. IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST". Without such specific directions the proxy may at his/her discretion vote for or against the resolution or abstain from voting.
- This form of proxy must be signed by you or your attorney duly authorized in writing, or in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
- 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 holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, duly executed, and the power of attorney (if any), or other authority (if any) under which it is executed or a notarially certified copy thereof, must reach the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time fixed for the Meeting.
- Any member entitled to attend and vote at the Company's general meeting is entitled to appoint a person (who must be an individual) as his proxy to attend and, on a poll, vote instead of him. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting). A proxy need not be a member of the Company.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.