VASO DIGITAL INTERNATIONAL HOLDINGS LIMITED
華 索 國 際 控 股 有 限 公 司 *

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8220)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We[(1)] ____

of ____

being the registered holder(s) of ______________________________ shares [(2)] of HK$0.01 each in the capital of Vaso Digital International Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or [(3)] ______________________________

as my/our proxy to vote and act for me/us at the extraordinary general meeting (and at any adjournment thereof) of the Company to be held at Montparnasse Room III-IV, 2nd Floor, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 17th May, 2004 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	FOR [(4)]	AGAINST [(4)]
To appoint Messrs. HLB Hodgson Impey Cheng as the auditors of the Company for the financial year ended 31st March, 2004 and authorise the board of directors of the Company to fix their remuneration.		

Dated this ______________ day of ______________ 2004. Signed [(5)] ______________________________

Notes:

(1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.

(2) Please insert the number of shares of HK$0.01 each in the Company to which this form of proxy relates 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 Chairman is preferred, strike out the words "the Chairman of the Meeting or" herein stated and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITAL. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**.

(4) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes 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 this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of such share.

(7) To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tengis Limited at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned 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 delivery of the form of proxy will not preclude you from attending and voting at the extraordinary general meeting if you so wish.

(10) Any alteration made in this form of proxy must be initialled by the person who signs it.

* *For identification purpose only*