



## DIGITEL GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

### FORM OF PROXY Annual General Meeting – 10 May, 2004

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of  
DigiTel Group Limited (the “Company”) hereby appoint<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

or the Chairman of the Meeting as my/our proxy/proxies at the Annual General Meeting (the “Meeting”) of the Company to be held at Room 1609, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 10 May, 2004 at 3:00 p.m. and any adjournment thereof and to vote on my/our behalf as directed below:

	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditors for the financial year ended 31 December, 2003.		
2.	(a) To re-elect Mr. Leung Ka Kui, Johnny as a director.		
	(b) To authorise the Board of Directors to fix the remuneration of the Directors.		
3.	To re-appoint the Auditors for the ensuing year and authorise the Board of Directors to fix their remuneration.		
4(A).	Special business: Ordinary Resolution – to give a general mandate to the Directors to issue and allot additional shares of the Company.		
4(B).	Special business: Ordinary Resolution – to give a general mandate to the Directors to purchase the Company’s own shares.		
4(C).	Special business: Ordinary Resolution – to extend the general mandate to the Directors to issue and allot the shares purchased by the Company under the mandate referred to in item 4(B) above.		
4(D).	Special business: Ordinary Resolution – to give a general mandate to the Directors to grant share options.		
5.	Special business: Special Resolution – to approve the amendments of the articles of association		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2004 Signature(s)<sup>5</sup> \_\_\_\_\_  
Shareholder(s)

*Notes:*

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. A member is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. If such an appointment is made, you may delete the words “or the Chairman of the Meeting” and insert the name(s) and address(es) of the person(s) appointed as proxy in the space provided. **ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- PLEASE INDICATE WITH A “✓”** in the appropriate space beside each item you wish the proxy to vote on your behalf on a poll. If this form is returned and duly signed, but without any such indication, the proxy will vote or abstain at this 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.
- 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 executed under its common seal or signed by the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). 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, together with any power of attorney or authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjourned Meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- The Company shall be entitled to reject this form of proxy if it is incomplete, or illegible or where the time, intentions of the appointor are not ascertainable from the instructions of the appointor specified in the form of proxy.