



**DIRECTEL HOLDINGS LIMITED**

**直通電訊控股有限公司**

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8337)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING  
TO BE HELD ON 30 APRIL 2012  
(or any adjournment thereof)**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (the "Share(s)") of HK\$0.01 each in the capital  
of Directel Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>, or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 30 April 2012 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he thinks fit.

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 auditors for the year ended 31 December 2011		
2.	To appoint the Company's auditors and to authorise the board of directors of the Company to fix their remuneration		
3A.	To re-elect Pang Kwok Chau as director of the Company		
3B.	To re-elect Li Wang as director of the Company		
3C.	To re-elect Lee Man Yee, Maggie as director of the Company		
4.	To authorise the board of directors of the Company to fix the remuneration of the directors		
5A.	To grant a general mandate to the directors to allot, issue and deal with new Shares		
5B.	To grant a general mandate to the directors to repurchase the Shares		
5C.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the directors under resolution no.5A		
SPECIAL RESOLUTION			
6.	To approve the proposed amendments to the articles of association of the Company*		

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

Date \_\_\_\_\_

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" 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.
- IMPORTANT: If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her 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 either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with the branch share registrar of the Company, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
- \* Full text of the resolution is set out in the notice convening the Meeting which is contained in the circular of the Company dated 23 March 2012 and is despatched to the shareholders of the Company together with this Form of Proxy.