

NETDIMENSIONS (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Issuer Company)

FORM OF DIRECTION

Form of direction for completion by holders of depository interests representing shares on a 1 for 1 basis in the Company in respect of the Annual General Meeting (“the Meeting”) to be held at The Excelsior, Hong Kong at 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday 10 June 2010 at 6:30 p.m.

I/We (note (1)) _____

Of _____

being a holder of Depository Interests in the Company, referred to in the notice dated 19 April 2010 (the “Notice”) from the Company to its shareholders, HEREBY APPOINT Capita IRG Trustees (Nominees)Limited as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting and at any adjournment thereof, as indicated below.

I/we direct my/our proxy to vote on the resolutions set out in the Notice convening the Meeting as follows:

	ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1.	To receive and consider the audited accounts of the Group for the year ended 31 December 2009.			
2.	To re-appoint Nexia Charles Mar Fan & Co. as auditors and to authorise the Directors to fix the remuneration of the auditors.			
3.	THAT the Company be generally and unconditionally authorised to make market purchases of ordinary shares of US\$0.001 each in the capital of the Company (ordinary shares)			

	<p>provided that:</p> <p>(a) the maximum number of ordinary shares hereby authorised to be purchased is 3,807,864 (representing 15% of the Company's issued ordinary share capital at the date of this resolution);</p> <p>(b) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is Great Britain 1 pence;</p> <p>(c) the maximum price, exclusive of any expenses, which may be paid for any such share is an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from AIM, a market of the London Stock Exchange plc, for the five business days immediately preceding the date on which such share is contracted to be purchased;</p> <p>(d) the authority hereby conferred shall expire on the earlier of the date falling 12 months after the date of this meeting or the close of the next annual general meeting of the Company;</p> <p>(e) the Company may make a contract for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares in pursuance of such a contract as if such authority had not expired; and</p> <p>(f) any shares to be purchased under this authority shall be paid out of the profits of the Company or the proceeds of a fresh issue of shares made for the purposes of</p>			
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	<p>the purchase, or out of the capital of the Company provided that immediately following the date on which such payment out of capital is made, the Company will be able to pay its debts as they fall due in the ordinary course of business.</p>			
4.	<p>THAT the Company's 2000 Stock Option Plan (Plan) which is due to expire on 17 September 2010 be renewed for a further period of 10 years, to expire on 16 September 2020 and that such renewal be subject to the following limitations:</p> <p>(a) the stock options may only be granted to an employee and/or director of the Company or any of its subsidiaries;</p> <p>(b) the stock options shall be subject to the existing Plan rules as updated and amended from time to time;</p> <p>(c) the maximum aggregate number of ordinary shares of US\$0.001 each which may be issued pursuant to the renewed Plan is 3,000,000 ordinary shares; and</p> <p>(d) the minimum exercise price is US\$0.001.</p>			

	SPECIAL RESOLUTION	FOR	AGAINST	VOTE WITHHELD
5.	<p>"THAT the Directors be generally and unconditionally authorised to allot ordinary shares in the capital of the Company on a non-pre-emptive basis, up to an aggregate nominal amount of US \$5,007.72 (comprising 5,007,715 ordinary shares of US\$0.001 each), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 12 months after the date that this</p>			

	<p>resolution is passed or, if earlier, the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require ordinary shares in the capital of the Company to be allotted and the Directors may allot such ordinary shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.</p>			
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Shareholder(s)'s Signature: _____

Dated _____ 2010

Notes:

(1) Please insert the full name(s) and address(es) in block letters.

(2) Please indicate how you wish to vote by marking an 'X' opposite to the resolution.

(3) If this form is signed and returned without any indication as to how the proxy shall vote, Capita IRG Trustees (Nominees) Limited will abstain from casting your votes on such resolution.

(4) In the case of joint holders of depository interests, the vote of the senior who tenders a vote whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the share register of the Company.

(5) A corporation's form of direction shall be executed pursuant to a resolution of its directors or any other managing body thereof.

(6) This form of direction, to be valid, must be lodged with Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than seventy-two hours before the time appointed for the meeting or any adjournment thereof, together, if appropriate, with the power of attorney or other written authority, if any, under which it is signed (or a duly certified copy of such power) or, where the proxy has been signed by an officer on behalf of a corporation a duly certified copy of an authority under which it is signed.

(7) Any alterations made to this form must be initialled by the person who signs it.