

NETDIMENSIONS (HOLDINGS) LIMITED
(Incorporated in the Cayman Islands with limited liability)

(Issuer Company)

FORM OF PROXY FOR USE BY SHAREHOLDERS OF NETDIMENSIONS (HOLDINGS) LIMITED (THE "COMPANY") AT THE ANNUAL GENERAL MEETING OF THE COMPANY (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 the registered holder(s) of (note (2)) _____ shares of US\$0.001 each in the capital of the Company ("Share(s)"), hereby appoint (note (3)) the Chairman of the Meeting or _____

of _____

to act as my/our proxy for 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. and at any adjournment thereof and to vote on my/our behalf as directed below.

I/we also hereby authorise/do not authorise* my/our said proxy to vote for me/us on my/our behalf in respect of any other resolutions and/or amended resolutions in his absolute discretion at the Meeting, or at any adjournment thereof.

	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) provided that:			

	<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 the purchase, or out of the capital of the</p>			
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	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.			
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.	"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 resolution is passed or, if earlier, the date of the next			

	<p>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 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 registered in your name(s).

(3) A shareholder who is entitled to attend and vote at the Meeting may appoint one or more proxies to exercise all or any of his rights to attend, speak and vote on his behalf at the Meeting. A proxy need not be a member of the Company. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If a proxy other than the chairman of the Meeting is appointed, please insert the name and address of the proxy and delete the words "the Chairman of the Meeting"

(4) In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stated in the Register of Members of the Company in respect of such joint holding.

(5) This Form of Proxy must be signed by the shareholder, or a duly authorised attorney, or if the shareholder is a corporation, this Form of Proxy must be executed under either its common seal, or the hand of a duly authorized officer or attorney.

(6) If you wish your proxy to cast your votes for or against a resolution, you may insert an 'X' in the appropriate box. If you do not wish your proxy to vote on any particular resolution, you may insert an 'X' in the "Vote Withheld" box. A "Vote Withheld" is not a 'vote' and will not be counted in the calculation of the votes 'For' and 'Against' a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or to withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at his discretion on any other resolution properly put to the Meeting.

(7) In order to be valid, this Form of Proxy must arrive at Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 48 hours before the time of the Meeting.

(8) Any alteration made to this Form of Proxy must be initialled by the person who signs it.