



VARITRONIX

VARITRONIX INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 710)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We^(note 1), _____
of _____
being the registered holder(s) of _____ shares^(note 2) of HK\$0.25 each in the capital of
VARITRONIX INTERNATIONAL LIMITED (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE
MEETING** or^(note 3) _____
of _____
as my/our proxy to attend at the special general meeting of the Company to be held at 9th Floor, Liven House, 61-63 King
Yip Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 30 December 2008 at 10:00 a.m. and at any adjournment
thereof, and to vote for me/us as indicated below^(note 4).

Ordinary resolution	For^(note 4)	Against^(note 4)
To approve the Agreement, the transactions thereunder and the proposed caps for each of the three years ending 31 December 2010.		

Dated this _____ day of _____ 2008 Shareholder’s signature^(note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote on the resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorized 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 authorized.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders are present at any meeting 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 share shall alone be entitled to vote in respect thereof.
7. To be valid, this proxy form, together with the power of attorney, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Hong Kong branch share registrars and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment 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 deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.
10. Any alterations made in this form of proxy should be initialled by the person who signs it.
11. In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), Data Modul Aktiengesellschaft, a connected person of the Company, and its associates (as defined in the Listing Rules), if holding any shares of the Company, are required to abstain from voting on the above ordinary resolution.
12. The ordinary resolution as set out above will be determined by way of poll.
13. The description of the ordinary resolution is by way of summary. The full text of the ordinary resolution is set out in the notice of the special general meeting.