



# TECHNOLOGY VENTURE HOLDINGS LIMITED

(宏昌科技集團有限公司) \*

(incorporated in Bermuda with limited liability)

(Stock Code 61)

## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD AT 11:00 A.M. ON 30 May 2005

I/We (Note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
(Note b) shares of HK\$0.10 each in the capital of Technology Venture Holdings Limited ("Company") hereby appoint the Chairman of the annual general meeting of the Company ("Meeting") or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (Note c) to attend and vote for me/us and on my/our behalf at the Meeting to be held at 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong on 30 May 2005 at 11:00 a.m. or any adjournment thereof, for the purpose of considering, if though fit, passing with or without modifications, the proposed resolutions as set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and on any other resolutions properly put to the Meeting.

Please tick ("✓") in the appropriate boxes below to indicate how you wish your vote(s) to be cast (Note d).

	FOR	AGAINST
1. To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2004		
2 2.1 Each as a separate resolution, to re-elect the following retiring directors as directors:		
(a) Mr Lo Siew Kiong, John		
(b) Ms Wang Xi Ling		
2.2 To authorise the directors to fix the directors' remuneration		
3. To re-appoint the auditors and to authorise the directors to fix their remuneration		
4. To grant approval for refreshing the 10% mandate under the share option scheme		
5. To grant a general mandate to the directors to allot, issue and otherwise deal with Company's shares		
6. To grant a general mandate to the directors to purchase the Company's shares		
7. To add the nominal amount of the Company's shares repurchased by the Company to the mandate granted to the directors under resolution no. 5		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2005.

Shareholder's signature \_\_\_\_\_ (Notes e, f, g and h)

### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name(s) of all joint registered holders should be stated.
- 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 but must attend the Meeting in person to represent you. If you wish to appoint any proxy other than the Chairman of the Meeting, please delete the words "the Chairman of the annual general meeting of the Company ("Meeting") or" and insert the name and address of the proxy appointed in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting or any adjournment thereof other than those set out in the notice convening the meeting.
- In the case of a joint registered holders of any share of the Company, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder are present at the meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a registered shareholder, or his/her attorney duly authorised in writing, or if the registered shareholder is a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrars, Tengis Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form of proxy should be initialled by the person(s) who sign(s) it.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you wish. In the event that you, having lodged this form of proxy, attend the Meeting, this form of proxy will be deemed to have been revoked.

\* for identification purposes only