



HI SUN GROUP LIMITED

高陽集團有限公司*

(Incorporated in Bermuda with limited liability)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

Form of Proxy for use at the Annual General Meeting convened at Suite 2316, 23rd Floor, One International Finance Centre, No.1 Harbour View Street, Central, Hong Kong on 28 May 2004 at 10:00 a.m. (or at any adjournment thereof)

I/We⁽¹⁾ _____
 of (address) _____
 being the registered holder(s) of⁽²⁾ _____ shares of HK\$0.01 each in the capital of Hi Sun Group Limited (the "Company"), HEREBY APPOINT⁽³⁾ _____
 of (address) _____

or failing him⁽³⁾ the Chairman of the Meeting as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Suite 2316, 23rd Floor, One International Finance Centre, No.1 Harbour View Street, Central, Hong Kong on 28 May 2004 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said Annual General Meeting and at such meeting or at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

| | | FOR ⁽⁴⁾ | AGAINST ⁽⁴⁾ |
|----|--|--------------------|------------------------|
| 1. | To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2003 | | |
| 2. | (i) To re-elect Chan Yiu Kwong as a director. | | |
| | (ii) To re-elect Su Terry Lumin as a director. | | |
| | (iii) To re-elect Xu Chang Jun as a director. | | |
| | (iv) To authorise the Board of Directors to fix the remuneration of the directors. | | |
| 3. | To re-appoint PricewaterhouseCoopers as auditors and to authorise the Board of Directors to fix their remuneration. | | |
| 4. | To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20 per cent. of the issued share capital of the Company. | | |
| 5. | To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company. | | |
| 6. | To extend the general mandate to the directors to allot, issue and deal with additional shares of the Company of an amount representing the aggregate nominal amount of shares repurchased by the Company. | | |
| 7. | To approve the proposed amendments to the Bye-laws of the Company. | | |

Dated this _____ day of _____ 2004 Signature⁽⁵⁾ _____

Notes:-

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each 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).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** Any alterations made to this form of proxy should be initialled by the person who signs it. The proxy need not be a member of the Company, but must attend the meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast his vote 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.
- 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 or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, that one of the holders so present whose name stands first on the Register of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or certified copy of that power or authority must be lodged at the principal place of the business of the Company at Suite 2316, 23rd Floor, One International Finance Centre, No. 1 Harbour View Street, Central, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.

* for identification purposes only