

高陽集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0818)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

Form of Proxy for use at the special general meeting convened at Suite 2316, 23rd Floor, One International Finance Centre, No. 1 Harbour View Street, Central, Hong Kong on 4 April 2005 at 10:00 a.m. (or at any adjournment thereof)

1/ //			
of (ac	dress)		
being	the registered holder(s) of (2) shares of HK\$0.01 ed (the "Company"), HEREBY APPOINT(3)	each in the capi	tal of Hi Sun Grou
Limit	ed (the "Company"), HEREBY APPOINT ⁽³⁾		
of (ac	dress)		
meeti Centr thoug any a	dress)ling him ⁽³⁾ the Chairman of the Meeting as my/our proxy to act for me/us and on ng (or at any adjournment thereof) of the Company to be held at Suite 2316, 23 e, No.1 Harbour View Street, Central, Hong Kong on 4 April 2005 at 10:00 a.m. for the fit, passing the resolutions set out in the notice convening the said special gener djournment thereof to vote for me/us and in my/our name(s) in respect of the resolution is given, as my/our proxy thinks fit.	rd Floor, One In or the purpose of al meeting and a	ternational Financ considering and, i t such meeting or a
		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve the conditional subscription agreement (the "Subscription Agreement") dated 9 November 2004 and the transactions contemplated thereunder, including without limitation the entering into and the performance of the shareholders agreement upon completion of the Subscription Agreement and the issue of convertible preference shares of Turbo Speed Technology Limited and the issue and allotment of ordinary shares of the Company upon exercise of the conversion rights under the Subscription Agreement, and that the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they consider necessary desirable or expedient in connection with the Subscription Agreement and the transactions contemplated thereunder.		
2.	To approve the employee incentive scheme of Turbo Speed Technology Limited (the "Scheme"), details of which are set out in the circular of the Company dated 18 March 2005, and that the directors of the Company be and are hereby authorised to do all things and acts and sign all documents in connection with the Scheme and the transactions contemplated thereunder.		
Dated	this day of 2005 Signature ⁽⁵⁾		

Notes:-

- 1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 2. 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).
- 3. 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.
- 4. 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.
- 5. 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.
- 6. 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.
- 7. 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.
- 8. 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 purpose only