



# SYSCAN Technology Holdings Limited

## 矽感科技控股有限公司\*

(Incorporated in Bermuda with limited liability)

### Form of Proxy

**Form of proxy for use at the Annual General Meeting (“Meeting”) of SYSCAN Technology Holdings Limited (the “Company”) to be held at Function Room I, Ground Floor, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Friday, 7 May 2004 at 10:00 a.m.**

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.01 each in the capital of the Company HEREBY APPOINT (Note 3) the Chairman of the Meeting or (Note 4) \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to vote for me/us and on my/our behalf at the Meeting (and at any adjournment thereof) to be held at Function Room I, Ground Floor, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Friday, 7 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 Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated and if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS                                                                                                                                        | FOR<br>(Note 5) | AGAINST<br>(Note 5) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|---------------------|
| 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 Mr Darwin Hu as Director.                                                                                                                |                 |                     |
| (ii) To re-elect Mr Fong Chi Wah as Director.                                                                                                               |                 |                     |
| (iii) To authorise the Board of Directors to fix the Directors' remuneration.                                                                               |                 |                     |
| 3. To appoint Messrs Charles Chan, Ip & Fung CPA Limited as the Company's Auditors and to authorise the Board of Directors to fix their remuneration.       |                 |                     |

Signature (Note 8): \_\_\_\_\_ Date: \_\_\_\_\_ 2004

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. Only one of joint registered holders needs to sign (but see Note 7 below).
- Please insert the number of shares of the Company to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting” herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, on a poll, vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A 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 TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion.
- 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 head office of the Company in Hong Kong c/o the Company Secretary at Unit 808, 8/F, K. Wah Centre, 191 Java Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting either personally or by proxy in respect of such share(s) of the Company as if he were solely entitled thereto, and if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members of the Company shall alone be entitled to vote.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

\* for identification purposes only