



Techwayson Holdings Limited

德維森控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2330)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 29TH DECEMBER 2004

I/We^(note 1) _____ of _____

being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the capital of TECHWAYSON HOLDINGS LIMITED (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or ^(note 3) _____ of _____

as my/our proxy to attend and vote for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Chater Room 1, Basement 3rd Floor, Regal Hong Kong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 29th December 2004 at 11:00 a.m. as indicated below ^(note 4).

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the financial year ended 30th June 2004.		
2.	(A) To re-elect Mr. TUNG Fai and Mr. LIN Gongshi as directors of the Company.		
	(B) To authorize the Board of Directors to fix the remuneration of the Directors.		
3.	To re-appoint CCIF CPA Limited as Auditors and authorize the Board of Directors to fix their remunerations.		
4.	(A) To grant a general mandate to the Directors to repurchase shares of the Company.		
	(B) To grant a general mandate to the Directors to issue shares of the Company.		
	(C) To approve the addition of the repurchased shares to the aggregate nominal share capital that can be allotted.		
SPECIAL RESOLUTION			
5.	To approve the amendments to the Articles of the Company.		

Dated this _____ day of _____ 2004 Shareholder's signature _____ ^(note 6)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company to which the proxy relates 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 Company registered in your name(s).
- Please insert the name and address in **BLOCK CAPITALS** of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED 'FOR' BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED 'AGAINST' BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant 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 those referred to in the notice convening the meeting.
- The description of the resolution in this form of proxy is by way of summary only. The full text is set out in the Notice of Annual General Meeting as contained in the Circular dated 29th November 2004.
- 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 attorney, or other person duly authorised.
- 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 shares as if he were solely entitled thereto; but if more than one of such joint holders is 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 shares 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 a notarially certified copy thereof, must be deposited at the Company's Hong Kong Registrars, Union Registrars Limited at 311-312, Two Exchange Square, Central, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof (as the case may be).
- Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting if you so wish.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

* For identification purpose only