



SATELLITE DEVICES CORPORATION

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8172)

Form of Proxy for Extraordinary General Meeting

I/We¹, _____,
 residing at¹ _____,
 being the registered holder of ²_____ ordinary shares of Satellite Devices Corporation (the "Company"),
 HEREBY APPOINT³ _____, residing
 at _____,
 or failing him, the Chairman of the meeting as my/our proxy/proxies to attend on my/our behalf the Extraordinary General Meeting (or any adjournment thereof, "EGM") of the Company to be held at 10:00 a.m. on Thursday, 20 April 2006 at Chater Room I, Function Room Level, The Ritz Carlton Hong Kong, 3 Connaught Road, Central, Hong Kong and to act and vote on my/our behalf at the EGM in respect of the resolutions listed below, in accordance with my/our instructions below⁴.

RESOLUTIONS		FOR ⁴	AGAINST ⁴
Special Resolution			
1.	<p>(A) To approve the Share Consolidation, the Capital Reduction, the Subdivision and the Application of Credit as set out in the Notice of Extraordinary General Meeting dated 27 March 2006, subject to the conditions contained therein.</p> <p>(B) To authorise the directors of the Company generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Capital Reduction, the Share Consolidation, the Subdivision and the Application of Credit, including but not limited to making an application to the Grand Court of the Cayman Islands for a court order confirming the Capital Reduction.</p>		
Ordinary Resolutions			
2.	<p>(A) To approve the issue by way of open offer of 395,101,116 shares of HK\$0.01 each in the share capital of the Company upon the Capital Reorganisation to the Qualifying Shareholders (excluding those Shareholders with registered addresses outside Hong Kong) for subscription on the basis of an assured allotment of three (3) offer shares for every one (1) share of HK\$0.01 held on such date as the Underwriter may agree in writing with the Company as the date and to be determined with reference to the time of completion of the Capital Reorganisation as set out in the Notice of Extraordinary General Meeting dated 27 March 2006, subject to the conditions contained therein.</p> <p>(B) To authorise generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Open Offer.</p>		

RESOLUTIONS	FOR ⁴	AGAINST ⁴
Ordinary Resolutions		
3. (A) To ratify, confirm and approve the conditional sale and purchase agreement dated 10 October 2005 (the "Agreement") and made between the Company and Chung Chiu Limited pursuant to which the Company would, subject to the terms and conditions therein contained, acquire from the Chung Chiu Limited the entire issued share capital of Hip Kin Retailing Limited (the "Transaction") for an aggregate consideration of HK\$80,000,000. (B) To authorise the Transaction contemplated under the Agreement. (C) To authorise the directors of the Company to take all necessary actions to implement and give effect to the proposals, arrangements, terms and transactions contemplated in the Transaction, the Agreement, and to do all acts and things and to execute all documents, instruments and agreements which may in their opinion be necessary or desirable for the purpose of implementing and giving effect to the Transaction and the Agreement, as set out in the Notice of Extraordinary General Meeting dated 27 March 2006.		
4. To authorise the directors of the Company to issue the Convertible Notes and allot and issue shares of the Company under the Convertible Notes on and subject to the terms and conditions of the Agreement.		

Signature⁵: _____

Date: _____

Notes:

1. Please insert your name(s) and address(es) (as shown in the register of members) in **block capital(s)**.
2. Please insert the number of shares in the Company registered in your name(s) and to which this proxy form relates. If no such number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If no person is appointed as proxy, the Chairman of the EGM will be deemed to have been appointed by you as your proxy.
4. **If you wish to vote for any of the resolutions, please insert a "✓" in the box marked "FOR" or if you wish to vote against any of the resolutions, please insert a "✓" in the box marked "AGAINST".** If no indication is given, then your proxy/proxies may vote in such manner as he/she/they think(s) fit.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a company or an organization, either under its seal or under the hand of any officer, attorney other person authorised to sign the same. In any event, the execution shall be made in accordance with the articles of association of such company or organization.
6. To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or authority on behalf of the appointer, a retitled copy of that power of attorney or other authority, must be delivered to Computershare Hong Kong Investor Services Ltd. of 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time designated for the holding of the EGM.
7. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned EGM should you so wish.