



# SATELLITE DEVICES CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8172)

## Form of Proxy for use at the Annual General Meeting (or any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ Shares  
of HK\$0.01 each of the abovenamed company **HEREBY APPOINT**<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or any adjournment thereof) of the Company to be held at Suite 3001, 30/F, Citicorp Centre, 18 Whitfield Road, Hong Kong on 22 August 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening such meeting and at such meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company and the Company's auditors for the year ended 31 March 2006;		
2. To re-elect Lo Mun Lam, Raymond as director of the Company and to authorise the board of directors of the Company to fix his remuneration;		
3. To re-elect Yu Wai Yin, Vicky as director of the Company and to authorize the board of directors of the Company to fix her remuneration;		
4. To re-elect Lum Pak Sum as director of the Company and to authorize the board of directors of the Company to fix his remuneration;		
5. To re-elect Sum Chun Ho as director of the Company and to authorize the board of directors of the Company to fix his remuneration;		
6. To re-elect Wan Kwok Pan as director of the Company and to authorize the board of directors of the Company to fix his remuneration;		
7. To re-appoint Graham H.Y. Chan & Co. as the Company's auditors and to authorise the board of directors of the Company to fix their remuneration;		
8. To grant a general mandate to the directors of the Company to allot, issue and deal with the Company's shares;		
9. To grant a general mandate to the directors of the Company to repurchase the Company's shares;		
10. To add the nominal value of the shares repurchased by the Company to the mandate granted to the directors under resolution numbered 8;		
11. To adopt the change of name of the Company; and		
12. To approve the amendments to the articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006 Signature<sup>5</sup>: \_\_\_\_\_

**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 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.** The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which has been properly put to 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 signed either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority shall be delivered to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no less than 48 hours before the time for holding the Annual General Meeting.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so desire and in such event, this proxy form shall be deemed to be revoked.