



成都托普科技股份有限公司
Chengdu Top Sci-Tech Company Limited[#]

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

Proxy Form for Extraordinary General Meeting

Number of Shares related to this proxy form ^(Note 1)	H Shares/Domestic Shares*
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I(We)^(Note 2) _____ of _____, Shareholders' Account: _____ and Identity No.: _____, being the holder(s) of _____ H Share(s)/Domestic Share(s)*^(Note 1) of Chengdu Top Sci-Tech Company Limited (the "Company") now appoint^(Note 3) _____ Identity No.: _____ (of _____), or failing him the Chairman of the meeting as my(our) proxy to attend and vote for me(us) on the following resolutions in accordance with the instruction(s) below and on my(our) behalf at the Extraordinary General Meeting to be held at 10:00 a.m. on Friday, 29 April 2005, at Xiruan, Top Road, Hong Guang Zhen, Pi County, Chengdu, the People's Republic of China, for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion.^(Note 6)

	For ^(Note 4)	Against ^(Note 4)
1. To consider and approve the appointment of Ms. Feng Yun Juan as Independent Non-executive Director of the Company.		
2. To consider and approve the appointment of Messrs. KLL Associates CPA Limited, as the auditors of the Company to carry out the audit on the revised financial statements of the Company and its subsidiaries (the "Group") for year 2003 ("Re-audit") in continuance of the retired auditors of the Company, Messrs. PricewaterhouseCoopers, Certified Public Accountants, which would not participate into the Re-audit and to authorize the Board of Directors to determine their remuneration.		
3. To consider and approve the appointment of Messrs. KLL Associates CPA Limited, as the auditors of the Company to carry out the audit on the financial statements of the Group for year 2004 and to hold office until the conclusion of the next annual general meeting of the Company in place of Messrs. RSM Nelson Wheeler, Certified Public Accountants, which do not accept the appointment as the auditors of the Company as they could not reach an agreement with the board of directors regarding the auditors' remuneration in respect of the financial statements for year 2004 and to authorize the Board of Directors to determine their remuneration.		
4. To consider and to approve the Board of Directors to determine the timing of convening the next annual general meeting of the Company when the Re-audit and the audit for year 2004 are completed, and to waive the Board of Directors in strict compliance with Article 60 of the Company's Articles of Association, which requires the Company to convene the next annual general meeting of the Company on or before 30 June 2005.		

Date: _____ 2005 Signature: _____^(Note 5)

Notes:

- Please insert the number of Share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
- Please insert full name(s) and address(es) in BLOCK LETTERS.
- Please insert the name and address of your proxy. If this is left blank, the chairman of the Extraordinary General Meeting will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the meeting provided that such proxies must attend the meeting in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
- Attention: If you wish to vote FOR any resolution, please indicate with a "√" in the appropriate space under "For". If you wish to vote AGAINST any resolution, please indicate with a "∕" in the appropriate space under "Against". In the absence of any such indication, the proxy will vote or abstain at his discretion.
- This form of proxy must be signed underhand by you or your attorney duly authorised in that behalf. If the appointer is a corporation, this form must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation.
- This form of proxy together with the power of attorney or other authorisation document(s) which have been notarised, must be delivered, in the case of a holder of Domestic Share(s), to the Company and in the case of a holder of H Share(s), to Hong Kong Registrars Limited, at least 24 hours before the time designated for the holding of the Extraordinary General Meeting.
- Completion and delivery of this form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and has delivered a valid reply slip of Annual General Meeting attendance, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* Please delete as appropriate.

For identification purpose only