



Ming Kei Holdings Limited
明基控股有限公司*

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8239)

PROXY FORM

Proxy form for use by the shareholders of Ming Kei Holdings Limited (the “Company”) at the special general meeting (the “Meeting”) to be convened at Room 2103, 21/F., No. 9 Queen’s Road Central, Central, Hong Kong on Monday, 3 June 2013 at 11:00 a.m. (or any adjournment thereof).

I/We (note a) _____
of _____
being the holder(s) of _____ (note b) shares (the “Shares”) of HK\$0.01 each of the Company hereby appoint the chairman (the “Chairman”) of the Meeting or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held at Room 2103, 21/F., No.9 Queen’s Road Central, Central, Hong Kong on Monday, 3 June 2013 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your votes to be cast (note d).

Ordinary Resolution	FOR	AGAINST
To approve the Rights Issue and the transactions contemplated thereunder		

Dated the _____ day of _____ 2013

Shareholder’s signature _____ (notes e, f, g and h)

Notes:

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the chairman (the “Chairman”) of the Meeting or” and insert the name and address of the person appointed as your proxy in the space provided.
- d If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this proxy form may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The proxy form must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time of the Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the proxy form.
- i Completion and return of a proxy form shall not preclude you from attending and voting in person at the Meeting or any adjournment thereof and in such event, this form appointing a proxy shall be deemed to be revoked.

* For identification purpose only