



# 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 annual general meeting (the "AGM") to be convened at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon on Thursday, 31 July 2014 at 11:30 a.m. (or any adjournment thereof).

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares (the "Shares") of HK\$0.01 each of the Company hereby appoint the chairman (the "Chairman") of the AGM or \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy <sup>(note c)</sup> at the AGM to be held at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon on Thursday, 31 July 2014 at 11:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

ORDINARY RESOLUTIONS <sup>(note d)</sup>		FOR <sup>(note e)</sup>	AGAINST <sup>(note e)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors (the "Directors") and auditor of the Company for the year ended 31 March 2014		
2.	(a) To re-elect Mr. Chen Yihua as a Director		
	(b) To re-elect Mr. Kwok Kam Tim as a Director		
	(c) To authorise the board (the "Board") of Directors to fix the Directors' remuneration		
3.	To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix its remuneration		
4.	To grant the general mandate to issue additional Shares not exceeding 20% of the issued share capital of the Company		
5.	To grant the general mandate to repurchase Shares not exceeding 10% of the issued share capital of the Company		
6.	To add the nominal value of the Shares repurchased pursuant to resolution no. 5 to the general mandate granted to the Directors under resolution no. 4		

Dated the \_\_\_\_\_ day \_\_\_\_\_ of 2014

Shareholder's signature X \_\_\_\_\_ X <sup>(notes f, g, h, i and j)</sup>

#### Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- 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).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the AGM as your proxy, please delete the words "the chairman (the "Chairman") of the AGM or" and insert the name and address of the person appointed proxy in the space provided.
- The descriptions of these resolutions are by way of summary only. The full text appears in the notice convening the AGM.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against the resolution, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, 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 AGM other than those set out in the notice convening the AGM.
- 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 AGM, whether in person or by proxy, that one of the joint holder 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.
- 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.
- 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the AGM or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of a proxy form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof and in such event, this form appointing a proxy shall be deemed to be revoked.

\* for identification purpose only