



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

Form of proxy 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 Tuesday, 16 October 2012 at 11:30 a.m. (or any adjournment thereof).

I/We (note a) _____ of _____ being the holder(s) of _____ (note b) 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 Tuesday, 16 October 2012 at 11:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

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

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To consider and approve the sale and purchase agreement dated 24 May 2012 supplemented by the supplemental agreement dated 15 August 2012 and the letter of agreement dated 10 September 2012 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the consideration shares and approving further extension of the long stop date of the sale and purchase agreement		
2.	To grant a general mandate to directors of the Company to allot, issue and otherwise deal with the shares of the Company		
3.	To add the nominal amount of shares repurchased by the Company to the mandate granted to the directors of the Company under resolution no. 2		

Dated the _____ day of _____ 2012

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

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 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.
- 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 any resolution(s), 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 all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. 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.
- 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 holder whose name stands first on the register of members 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 notarially 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 later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.

* for identification purpose only