

# MATRIX

## MATRIX HOLDINGS LIMITED

美力時集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1005)

### PROXY FORM FOR 2009 ANNUAL GENERAL MEETING

I/We, <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the capital of Matrix Holdings Limited (the "Company"), HEREBY APPOINT <sup>(note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ or failing him/her, the chairman of the meeting as my/our proxy to act for me/us at the 2009 Annual General Meeting ("the Meeting") (or at any adjournment thereof) of the said Company to be held at Garden Room A&B, 2/F., Hotel Nikko Hong Kong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 12th May, 2009 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendment, the resolutions set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	Resolutions	See Note 4	
		For	Against
1	To receive and consider the audited Financial Statements and the Report of the Directors and Independent Auditor's Report for the year ended 31st December, 2008.		
2	To declare a final dividend for the year ended 31st December, 2008.		
3	(a) To re-elect Mr. Cheng Yung Pun as Director.		
	(b) To re-elect Mr. Mak Shiu Chung, Godfrey as Director.		
	(c) To re-elect Mr. Wan Hing Pui as Director.		
	(d) To authorize the Board of Directors to fix the remuneration of the Directors.		
4	To re-appoint Auditors and to authorize the Board of the Directors to fix their remuneration.		
5	(a) To grant general mandate to the Directors to issue new shares of the Company.		
	(b) To grant general mandate to the Directors to repurchase shares of the Company.		
	(c) To extend the general mandate to issue new shares of the Company by adding the number of the Shares repurchased.		
	(d) To amend the bye-laws of the Company.		

Dated this \_\_\_\_\_ day \_\_\_\_\_ of 2009

Signature(s) <sup>(note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, strike out the words "the chairman of the meeting or" herein stated and insert the name and address of the proxy desired in the space provided in BLOCK CAPITALS. 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. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "AGAINST". Failure to complete the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. 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 either under its common seal or under the hand of an officer or attorney duly authorized.
6. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by authorised representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
8. The Chairman will demand a poll on each of the questions submitted for determination at the Meeting. On a poll, every Shareholder present in person or by proxy or (being a corporation) is represented by proxy shall have one vote for every share held by him/her.
9. The full wording of the resolutions to be proposed at the Meeting and Explanatory Notes are set out in the Notice of Annual General Meeting which is set out in the 2008 Annual Report dispatched to you along with this proxy form.
10. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.

\* For identification purposes only