

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 2011 ANNUAL GENERAL MEETING

Number of shares to which this proxy form relates <small>(note 1)</small>	
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I/We, (note 2) _____

of _____

being the registered holder(s) in the share capital of Matrix Holdings Limited (the "Company"), HEREBY APPOINT (note 3) _____

of _____

or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the annual general meeting of the Company to be held at Sunshine Hotel, Imperial Banquet Room IV-V, 2/F., Imperial Wing, 1 Jiabin Road, Shenzhen, China on 5th May, 2011 at 2:30 p.m. and at any adjournment of the meeting 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). I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "✓" in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

	Ordinary resolutions		See Note 4	
			For	Against
1	To receive the reports and accounts for the year ended 31st December 2010.	1.		
2	To consider and approve the final dividend for the year ended 31st December 2010.	2.		
3	Election of directors			
	(a) To elect Mr. Cheng Yung Pun as a director.	3a.		
	(b) To elect Mr. Arnold Edward Rubin as a director.	3b.		
	(c) To elect Mr. Mak Shiu Chung, Godfrey as a director.	3c.		
	(d) To elect Mr. Wan Hing Pui as a director.	3d.		
	(e) To elect Mr. Tsang Chung Wa as a director.	3e.		
	(f) To authorise the board of directors to fix their remuneration.	3f.		
4	To consider and approve the re-appointment of external auditor.	4.		
5	(a) To grant general mandate to the Directors to issue new shares of the Company.	5a.		
	(b) To grant general mandate to the Directors to repurchase shares of the Company.	5b.		
	(c) To extend the general mandate to issue new shares of the Company by adding the number of the Shares repurchased.	5c.		
	(d) To approve the refreshment of the 10% limit on the number of shares which may be allotted and issued upon exercise of options to be granted under the share option scheme of the Company.	5d.		

Dated the _____ day of _____ 2011

Signature(s) (note 5) _____

Notes:

- 1 If no number is inserted, this form of proxy will be deemed to be related to all the shares of the company registered in your names.
- 2 Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- 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, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST"**. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 5 This form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
- 6 To be valid, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), 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 less than 48 hours before the time appointed for the holding of the meeting or any adjournment of it (as the case may be).
- 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 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 annual general meeting and explanatory notes are set out in the notice of annual general meeting which is set out in the 2010 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 purpose only