

# NATIONAL ELECTRONICS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 213)

## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 20 AUGUST 2013

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
“Company”) being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (the “Shares”) of HK\$0.10 each in the capital of National Electronics Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>,  
or \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at Dragon Room 1, The Hong Kong Bankers Club, 43/F, Gloucester Tower, The Landmark, Central Hong Kong, on 20 August 2013 at 10:00 a.m. (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions as 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. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS:	FOR <sup>4</sup>	AGAINST <sup>4</sup>
No. 1. To receive and consider the audited consolidated financial statements and reports of the directors and auditors of the Company for the year ended 31 March 2013.		
No. 2. To approve the payment of a final dividend and a special cash dividend recommended by the board of directors for the year ended 31 March 2013.		
No. 3. To re-elect Ms. Dorothy Lee Yuen Yu as a non-executive Director of the Company.		
No. 4. To re-elect Mr. William Chan Chak Cheung as an independent non-executive Director of the Company.		
No. 5. To fix the directors' remuneration for their services in an aggregate sum of not exceeding HK\$2,500,000.		
No. 6. To appoint auditors and to authorize the board of directors to fix their remuneration.		
No. 7. To issue a general mandate to the directors of the Company to purchase Shares not exceeding 10% of the issued share capital of the Company.		
No. 8. To issue a general mandate to the directors of the Company to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company.		
No. 9. To extend the general mandate to directors of the Company to allot, issue and deal with Shares by an amount not exceeding the amount of the Shares purchased by the Company.		

Signature <sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_

### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 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, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's principal place of business at Suite 3201, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company.
- Completion and return of this form will not preclude you from attending and voting in person at the meeting if you so wish. If you attend and vote at the meeting, the authority of your proxy shall be deemed to be revoked.