



萬裕國際集團有限公司*

MAN YUE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 894)

Form of Proxy for Annual General Meeting

I/We, (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares of HK\$0.10 each in the capital of
MAN YUE INTERNATIONAL HOLDINGS LIMITED (the "Company"), HEREBY APPOINT (Note 3) the Chairman of the
Meeting or _____
of _____

as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at 16/F, Yiko Industrial Building, 10 Ka Yip Street, Chai Wan, Hong Kong on 24th May 2004 (Monday) at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the resolutions set out in the notice convening the said Meeting and at such 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	FOR (Note 4)	AGAINST (Note 4)
1.	To receive and consider the audited accounts and the reports of the directors and auditors for the year ended 31st December 2003;		
2.	To re-elect Mr. Ko Pak On as executive Director;		
3.	To authorise the board of directors to fix the remuneration of the directors of the Company;		
4.	To fix the maximum number of directors at 10;		
5.	To authorise the board of directors to appoint additional directors up to the maximum fixed by the shareholders of the Company;		
6.	To re-appoint Messrs. Ernst & Young as auditors and authorise the board of directors to fix their remuneration;		
7.	A. To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company and to make, grant offers, agreements and options which would or might require the exercise of such powers;		
	B. To give a general mandate to the Directors to repurchase shares in the Company;		
	C. Subject to the passing of Resolutions numbered 7A and 7B, to authorise the Directors to issue additional shares representing the nominal value of shares repurchased by the Company;		
8.	To amend the Bye-laws of the Company pursuant to resolution numbered 8.		

Signature(s) (Note 6) _____

Dated the _____ day of _____, 2004

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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOXES MARKED "AGAINST"**. Failure to complete the box will entitle your proxy to cast your vote as 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. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notorially certified copy thereof, must be lodged with the branch share registrar in Hong Kong at Tengis Limited, G/F, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
6. 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 authorised.
7. In the case of joint holders, this form of proxy must be signed by the member whose name appears first on the register of members.
8. The proxy need not be a member of the Company.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.
10. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

* for identification purpose only