



萬 裕 國 際 集 團 有 限 公 司 \*

MAN YUE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00894)

**FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING  
(AND AT ANY ADJOURNMENT THEREOF)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.1 each in the issued share capital of Man Yue International Holdings Limited (the “Company”), HEREBY APPOINT <sup>(Notes 3 & 8)</sup> the Chairman of the Special General Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the Special General Meeting (or at any adjournment thereof) of the Company to be held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Tuesday, 11 January 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Special General Meeting and at such Meeting (or at 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.

SPECIAL RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
<p>“THAT:</p> <p>(i) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company shall be changed from “Man Yue International Holdings Limited” to “Man Yue Technology Holdings Limited” and a Chinese name of “萬裕科技集團有限公司” be adopted as the Company’s secondary name; and</p> <p>(ii) the directors of the Company be and are hereby authorised to take such actions and execute such documents as they may consider necessary and expedient to effect the proposed change of the Company’s names.”</p>		

Signature(s) <sup>(Notes 5 & 6)</sup> \_\_\_\_\_

Date \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
- Please insert the number of shares of HK\$0.1 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).
- If the proxy other than the Chairman of the Special General Meeting is preferred, please strike out the words “the Chairman of the Special General Meeting or” and insert the name and address of the proxy desired in the space provided in BLOCK CAPITAL. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SPECIAL GENERAL MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE 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, HER OR ITS DISCRETION.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- 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.
- In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on your behalf, a certified copy of that power of attorney or authority shall be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Special General Meeting or any adjourned meeting (as the case may be).
- 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 Special General Meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
- ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNED THE FORM.

\* For identification purposes only