



MAN WAH HOLDINGS LIMITED

敏華控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 01999)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be convened at 2:00 p.m. on Thursday, 19 July 2012 at 5th Floor, M&W Industrial City, No. 1 Longshan Road Unit 66, Western Part of The Huizhou Daya Bay Economic Development Zone, China (or any adjournment thereof)

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ ^(note 2)
shares of HK\$0.40 each of Man Wah Holdings Limited ("Company") hereby appoint the Chairman of the annual general meeting ("Meeting") of the Company or _____
of _____
to act as my/our proxy ^(note 3) at the Meeting to be held at 2:00 p.m. on Thursday, 19 July 2012 at 5th Floor, M&W Industrial City, No. 1 Longshan Road Unit 66, Western Part of The Huizhou Daya Bay Economic Development Zone, China and at any adjournment thereof and to vote for me/us on the resolutions referred to in the Notice of Annual General Meeting (with or without modifications) as indicated below:

ORDINARY RESOLUTIONS ^(note 4)		FOR	AGAINST
1.	To receive, consider and adopt the reports of the directors and the auditors and the audited consolidated financial statements of the Company for the year ended 31 March 2012.		
2.	To declare a final dividend of HK7 cents per share for the year ended 31 March 2012.		
3.	To approve the re-election of Mr. Alan Marnie as an executive director of the Company and the terms of his appointment (including remuneration).		
4.	To approve the re-election of Mr. Wong Man Li as an executive director of the Company and the terms of his appointment (including remuneration).		
5.	To approve the re-election of Ms. Hui Wai Hing as an executive director of the Company and the terms of her appointment (including remuneration).		
6.	To approve the re-election of Mr. Chau Shing Yim, David as an independent non-executive director of the Company and the terms of his appointment (including remuneration).		
7.	To authorise the board of directors to approve and confirm the remuneration for Mr. Lee Teck Leng, Robson.		
8.	To authorise the board of directors to approve and confirm the remuneration for Mr. Ong Chor Wei.		
9.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
10.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of its issued share capital.		
11.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of its issued share capital.		
12.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with new shares by an amount not exceeding the amount of the shares repurchased by the Company.		

Dated _____

Shareholder's signature _____ ^(notes 5, 6, 7, 8 and 9)

Notes:

1. Full name(s) and address are to be inserted in **CAPITAL LETTERS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares 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 capital of the Company registered in your name(s).
3. A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting ("Meeting") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided. A shareholder who is the holder of two or more shares may appoint more than one proxy. **ALTERATION MADE TO THIS FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNS THE FORM.**
4. If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the above resolution, please tick ("✓") the box marked "Against". If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise, including the right to vote individually on a show of hands.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a 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 Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
8. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.