



# Madex International (Holdings) Limited

## 盛明國際（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00231)

### FORM OF PROXY

Form of proxy for use at the annual general meeting (the "Meeting") of Madex International (Holdings) Limited (the "Company") to be held at Lily Room, 3/F, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Friday, 15 June 2012 at 3:00 p.m. or at any adjournment thereof.

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.05 each in the capital of the Company

HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

or failing him, the Chairman of the Meeting, to act for me/us at the Meeting (or at any adjournment thereof) 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 on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit <sup>(Note 4)</sup>.

RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
<b>ORDINARY RESOLUTIONS</b>			
1	To receive and consider the audited financial statements and the directors' report and auditor's report for the year ended 31 December 2011		
2	To re-elect Mr. Zhang Guodong as an Executive Director		
3	To re-elect Ms. Liang Huixin as a Non-executive Director		
4	To appoint Mr. Liang Wenguan as an Executive Director		
5	To authorise the Board of Directors to fix the remuneration of Directors		
6	To appoint auditors and to authorise the Board of Directors to fix their remuneration		
7(A)	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company		
7(B)	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company		
7(C)	To extend the general mandate to allot shares by adding the aggregate nominal amount of shares repurchased by the Company		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signature <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his vote at 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.
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized in that behalf.
- 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 was solely entitled thereto. However, 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 in respect of such shares shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch registrar, Tricor Tengis Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.