



**MAN YUE TECHNOLOGY HOLDINGS LIMITED**  
**萬裕科技集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00894)**

**FORM OF PROXY FOR ANNUAL 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\$0.10 each in the capital of Man Yue Technology Holdings Limited (the "Company"), hereby appoint <sup>(Notes 3 & 8)</sup> the Chairman of the Annual General Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act on me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 12 May 2015 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Annual 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.

| <b>RESOLUTIONS</b>   | <b>For <sup>(Note 4)</sup></b> | <b>Against <sup>(Note 4)</sup></b> |
|--|--------------------------------|------------------------------------|
| 1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2014. | 1.                             | 1.                                 |
| 2. To declare a final dividend of 1.0 HK cent per share for the year ended 31 December 2014.   | 2.                             | 2.                                 |
| 3. To re-elect Mr. Chan Yu Ching, Eugene as an executive director of the Company.  | 3.                             | 3.                                 |
| 4. To re-elect Dr. Li Sau Hung, Eddy as an independent non-executive director of the Company.  | 4.                             | 4.                                 |
| 5. To re-elect Mr. Mar, Selwyn as an independent non-executive director of the Company.  | 5.                             | 5.                                 |
| 6. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.   | 6.                             | 6.                                 |
| 7. To re-appoint Messrs. PricewaterhouseCoopers as auditor and authorise the board of the directors of the Company to fix their remuneration.                              | 7.                             | 7.                                 |
| 8A. To give a general mandate to the directors to issue and allot shares.  | 8A.                            | 8A.                                |
| 8B. To give a general mandate to the directors to repurchase the Company's own shares.   | 8B.                            | 8B.                                |
| 8C. To extend the mandate granted under resolution 8A by including nominal amount of the shares repurchased by the Company pursuant to resolution 8B.                      | 8C.                            | 8C.                                |

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

Date: \_\_\_\_\_

*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 the proxy other than the Chairman of the Annual General Meeting is preferred, please strike out the words “the Chairman of the Annual 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 ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY.**
4. **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.**
5. 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.
6. 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.
7. 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 at Level 22, Hopewell Centre, 183 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 Annual General Meeting or any adjourned meeting (as the case may be).
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 and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
10. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNED THE FORM.**
11. If you have returned a proxy form, you may revoke it by completing and signing a proxy form bearing a later date, and lodging it with the branch share registrar of the Company in Hong Kong. In order to be valid for voting purposes, this latter proxy form should be received by the branch share registrar of the Company in Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) (“Closing Time”). If this latter proxy form is lodged with the branch share registrar of the Company in Hong Kong after the Closing Time, it will be invalid for voting purpose. However, it will revoke any previous proxy form and any vote that may be cast by the purported proxy will not be counted in any poll taken on a proposed resolution.
12. In the case of joint registered holders of any shares, 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 the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company’s register of members in respect of the relevant joint holding.
13. The Company reserves the right to treat any proxy form which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) Your Personal Data will be retained for such period as may be necessary for our record, verification and notification purposes and will be destroyed 1 year after the Annual General Meeting.
- (v) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.