



萬裕國際集團有限公司*

MAN YUE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 894)

**PROXY FORM FOR USE AT THE SPECIAL GENERAL MEETING
TO BE HELD ON THURSDAY, 24 JUNE 2004 AT 10:00 A.M.**

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) _____
of _____
or failing him _____
of _____
or failing him, the Chairman of the meeting to act as my/our proxy to attend and, in the event of a poll, vote for me/
us at the Special General Meeting of the Company to be held at Gloucester Room II, 3/F, The Excelsior Hong Kong,
281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 24 June 2004 at 10:00 a.m. and at any adjournment
thereof, as directed below or, if no such indication is given, as my/our proxy thinks fit.

	For ^(note 4)	Against ^(note 4)
Ordinary Resolution (1)		
Ordinary Resolution (2)		

Dated _____ Signature ^(note 5) _____

Notes:

1. Full name(s) and address(es) to 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 proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes 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.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
6. If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares will alone be entitled to vote in respect of them.
7. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the Company’s branch share registrar at G/F, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the SGM or any adjournment thereof.
8. A proxy need not be a member of the Company, but must attend the meeting in person to represent you.
9. Any alterations made in this proxy form should be initialled by the person who signs it.

* for identification purpose only