



萬 裕 國 際 集 團 有 限 公 司 *

MAN YUE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(stock code: 894)

**FORM OF PROXY FOR ANNUAL GENERAL MEETING
(OR AT ANY ADJOURNMENT THEREOF)**

I/We ^(Note 1) _____ (name of shareholder)
of _____ (address of shareholder)
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) the Chairman of the Annual General Meeting or _____ of _____ as my/our proxy to attend and act on my/our behalf at the Annual General Meeting of the Company to be held at Salon IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Friday, 26 May 2006 at 3:00 p.m. or at any adjournment thereof and to vote for me/us on the resolutions referred to in the Notice of the Annual General Meeting as indicated below:

	RESOLUTIONS	For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2005.	1.	1.
2.	To declare a final dividend of HK2 cents per share for the year ended 31 December 2005.	2.	2.
3.	To re-elect Mr. Ko Pak On as Executive Director.	3.	3.
4.	To re-elect Dr. Li Sau Hung, Eddy as Independent Non-executive Director.	4.	4.
5.	To authorise the board of directors to fix directors' remunerations.	5.	5.
6.	To fix the maximum number of directors.	6.	6.
7.	To authorise the board of directors to appoint additional directors.	7.	7.
8.	To appoint auditors and to authorise the board to fix their remunerations.	8.	8.
9A.	To give a general mandate to the directors to issue and allot shares.	9A.	9A.
9B.	To give a general mandate to the directors to repurchase the Company's own securities.	9B.	9B.
9C.	To extend the mandate granted under resolution 9A by including nominal amount of the shares repurchased by the Company pursuant to resolution 9B.	9C.	9C.
9D.	To authorise the adoption of the new share option scheme and termination of the existing share option scheme.	9D.	9D.
9E.	To amend the Bye-laws of the Company.	9E.	9E.

Dated this _____ day of _____ 2006 Signature(s) ⁽⁶⁾⁽⁷⁾: _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. 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).
- If any proxy other than the Chairman of the Annual General Meeting is preferred, 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.
- IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR A PARTICULAR RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH YOUR PROXY TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion whether to vote for or against the resolutions referred to in the Notice of the Annual General Meeting which has been properly put to the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any duly authorised officer.
- In the case of joint registered holders of any share, any one of such persons may vote at the Annual General 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 is present at the Annual General Meeting personally or by proxy, the person whose name stands first on the register of members in respect of the relevant share will alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the office of the Company's Branch Share Registrar in Hong Kong at Tengis Limited, 26th Floor, 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 adjourned meeting (as the case may be).
- The proxy need not also be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**

* For identification purpose only