



明輝國際控股有限公司*
Ming Fai International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
 (Stock Code: 3828)

**Form of Proxy for use at the Annual General Meeting
 to be convened on 24 May 2012 (“AGM”)
 (or any adjournment thereof)**

I/We (Note 1) _____
 of _____
 being the registered holder(s) of (Note 2) _____ shares of HK\$0.01 each (the “Shares”)
 in the capital of Ming Fai International Holdings Limited (the “Company”), hereby appoint the chairman of the AGM or (Note 3)
 _____ of _____

as my/our proxy (Note 4) to act for me/us at the AGM (and at any adjournment thereof) of the Company to be held at Pacific Room, 2nd Floor, Island Pacific Hotel Hong Kong, 152 Connaught Road West Hong Kong, on 24 May 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the AGM and at the AGM, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)
1	To receive and adopt the audited consolidated financial statements and reports of the directors of the Company (the “Director(s)”) and the auditors of the Company (the “Auditors”) for the year ended 31 December 2011.		
2	To declare a final dividend of HK\$0.02 per Share for the year ended 31 December 2011.		
3	(a) To re-elect Mr. Liu Zigang as an executive Director.		
	(b) To re-elect Mr. Lee King Hay as an executive Director.		
	(c) To re-elect Ms. Chan Yim Ching as an executive Director.		
	(d) To re-elect Mr. Ng Bo Kwong as a non-executive Director.		
	(e) To authorize the board of Directors (the “Board”) to determine the remuneration of the Directors.		
4	To re-appoint Messrs. PricewaterhouseCoopers as the Auditors and to authorize the Board to fix their remuneration.		
5	(A) To grant an unconditional general mandate to the Directors to allot and issue Shares (Note 6);		
	(B) To grant an unconditional general mandate to the Directors to repurchase Shares (Note 6); and		
	(C) To extend the general mandate granted to the Directors to issue Shares by the nominal amount of the Shares repurchased (Note 6).		

Signed this _____ day of _____ 2012.

Shareholders’ signature (Notes 7 & 8): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 such Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be initialled by the person who signs it.** If no name is inserted, the duly appointed chairman of the AGM will set as your proxy.
- A proxy need not be the chairman of the AGM. If you wish to appoint a person other than the chairman of the AGM as your proxy, please delete the words “the chairman of the AGM or” and insert the name and address of the person appointed as your proxy in the space provided.
- IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM other than that referred to in the notice convening the AGM.**
- The full text of these resolutions appear in the notice of the AGM dated 23 April 2012.
- 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 seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In case of joint holders of any share, any one of such joint holders may vote at the AGM, 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 the meeting personally or by proxy, then one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- A proxy need not be a member of the Company.
- In order to be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.**

* For identification only