

## MAN WAH HOLDINGS LIMITED

## 敏 華 控 股 有 限 公 司

(Incorporated in Bermuda with limited liability)

(Stock Code: 01999)

## Form of Proxy for use at the Annual General Meeting (the "Meeting") of the Company to be held on Monday, 24 June 2024 at 3:00 p.m.

	of proxy for use by shareholders at the annual general meeting to be convened at 3:00 p.m. on I court Road, Hong Kong (or any adjournment thereof)	Monday, 24 June 2024 at	24/F, Admiralty Centre I,
of			(note 2) 1 c
r	the registered holder(s) of	nual general meeting ("N	leeting") of the Company
o act a	as my/our proxy <sup>(note 3)</sup> at the Meeting to be held at 3:00 p.m. on Monday, 24 June 2024 at 24/F, Adm journment thereof and to vote for me/us on the resolutions referred to in the notice of Meeting da ed below:	iralty Centre I, 18 Harcou ted 31 May 2024 (with o	rt Road, Hong Kong and at r without modifications) as
	ORDINARY RESOLUTIONS <sup>(note 4)</sup>	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive, consider and adopt the reports of the directors and the auditors and the audited consolidated financial statements of the Company for the year ended 31 March 2024.		
2.	To declare a final dividend of HK15 cents per share for the year ended 31 March 2024.		
3.	To approve the re-election of Mr. Dai Quanfa as an executive director of the Company and to authorise the board (the "Board") of directors to determine his remuneration.		
4.	To approve the re-election of Ms. Wong Ying Ying as an executive director of the Company and to authorise the Board to determine her remuneration.		
5.	To approve the re-election of Mr. Ding Yuan as an independent non-executive director of the Company and to authorise the Board to determine his remuneration.		
6.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix their remuneration.		

with new shares pursuant to resolution no. 7 by an amount not exceeding 10% of its issued share as at the date of passing this resolution.

10. To approve the termination of the 2020 Share Option Scheme and adoption of the 2024 Share Award Scheme.

SPECIAL RESOLUTION(note 4)

11. To approve the proposed amendments to the existing Memorandum of Association of the Company (the "Proposed Amendments") and to approve and adopt the amended and restated Memorandum of Association of the Company (the "New Memorandum of Association") which incorporate and consolidate the Proposed Amendments as the New Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association of the Company.

Shareholder's signature(note 5)

Shareholder's signature(note 5)

1. Full name(s) and address are to be inserted in CAPITAL LETTERS. The names of all joint registered holders should be stated.

resolution.

9.

To grant a general mandate to the directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of its issued shares as at the date of passing this

To grant a general mandate to the directors of the Company to repurchase shares of the Company

To extend the general mandate granted to the directors of the Company to allot, issue and deal

not exceeding 10% of its issued shares as at the date of passing this resolution.

- 2. 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 capital of the Company
- 3. A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting ("Meeting") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided. A shareholder who is the holder of two or more shares may appoint more than one proxy. ALTERATION MADE TO THIS FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNS THE FORM.
- 4. If you wish to vote for the resolution set out above, please tick ("\(\n'\)") the box marked "For". If you wish to vote against the above resolution, please tick ("\(\n'\)") the box marked "Against". If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- 5. Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise, including the right to vote individually on a show of hands.
- 6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 8. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 9. Where there are joint registered holders of any share of the Company, any one of such persons may vote at any 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 be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.