



# MERRY GARDEN HOLDINGS LIMITED

## 美麗家園控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1237)

### Proxy form for use at the annual general meeting to be held on Thursday, 15 May 2014

Capitalised terms shall have the same meanings as those defined in the circular of Merry Garden Holdings Limited (the "Company") dated 10 April 2014.

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.01 each in the capital of the Company, hereby appoint the Chairman of the meeting or <sup>(Notes 3 and 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote for me/us on my/our behalf as directed below at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Unit 3810, 38/F., China Resources Building, 26 Harbour Road, Hong Kong on Thursday, 15 May 2014 at 2:30 p.m. and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as directed below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS <sup>(Note 7)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2013		
2.	To declare a final dividend for the year ended 31 December 2013		
3.	(a) To re-elect Ms. Xie Qingmei as Director		
	(b) To re-elect Prof. Jin Zhongwei as Director		
	(c) To re-elect Prof. Su Wenqiang as Director		
	(d) To authorise the Board to fix the respective Directors' remuneration		
4.	To re-appoint KPMG as auditors and to authorise the Board to fix their remuneration		
5.	To grant the Share Repurchase Mandate to the Directors		
6.	To grant the Issuance Mandate to the Directors		
7.	To extend the Issuance Mandate by adding thereto the aggregate nominal amount of Shares repurchased by the Company pursuant to the Share Repurchase Mandate		

Dated \_\_\_\_\_ 2014

Shareholder's signature <sup>(Note 6)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares of the Company 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).
- A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a Shareholder.
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of proxy desired in the space provided.
- 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 abstain or cast his vote at his discretion. Your proxy will also be entitled to abstain or vote at his discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
- This proxy form must be signed by you or your attorney duly authorized 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 or other person duly authorised.
- The full text of the resolutions is set out in the notice of the Annual General Meeting contained in the circular of the Company dated 10 April 2014 which is sent to the Shareholders together with this proxy form.
- Where there are 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 be present at the Annual General 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.
- In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- The resolutions will be determined by way of a poll.
- Any alterations made in this form should be initialled by the person who signs it.