

MATRIX

MATRIX HOLDINGS LIMITED

美力時集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1005)

PROXY FORM FOR 2014 ANNUAL GENERAL MEETING

Number of shares to which this proxy form relates <i>(note 1)</i>	
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I/We, *(note 2)* _____

of _____

being the registered holder(s) in the share capital of Matrix Holdings Limited (the "Company"), HEREBY APPOINT *(note 3)* _____

of _____

or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the annual general meeting of the Company to be held at Peony Room, Crowne Plaza Hotel & Suites Landmark Shenzhen No. 3018 Nanhu Road, Luohu District Shenzhen, China on 7th May, 2014 at 2:30 p.m. and at any adjournment of the meeting for the purpose of considering and, if thought fit, passing with or without amendment, the resolutions set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof). I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "✓" in the appropriate boxes. In absence of any indication, the proxy may vote the resolution at his/her own discretion.

	Ordinary resolutions	See Note 4	
		For	Against
1	To receive and consider the reports and accounts for the year ended 31st December, 2013. 1.		
2	To consider and approve the final dividend for the year ended 31st December, 2013. 2.		
3	Election of directors		
	(a) To elect Mr. Cheng Yung Pun as a director. 3a.		
	(b) To elect Mr. Arnold Edward Rubin as a director. 3b.		
	(c) To elect Mr. Tse Kam Wah as a director. 3c.		
	(d) To elect Mr. Cheng King Cheung as a director. 3d.		
	(e) To elect Mr. Mak Shiu Chung, Godfrey as a director. 3e.		
	(f) To authorise the board of directors to fix their remuneration. 3f.		
4	To re-appoint Messrs PricewaterhouseCoopers as the auditor of the Company and its subsidiaries, to hold office until the conclusion of the next annual general meeting, and to authorise the board of director to fix their remuneration. 4.		
5	(a) To grant general mandate to the Directors to issue new shares of the Company. 5a.		
	(b) To grant general mandate to the Directors to repurchase shares of the Company. 5b.		
	(c) To extend the general mandate to issue new shares of the Company by adding the number of the Shares repurchased. 5c.		

Dated the _____ day of _____ 2014

Signature(s) *(note 5)* _____

Notes:

1. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the company registered in your names.
2. Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
3. If any proxy other than the chairman of the meeting is preferred, strike out the words "the chairman of the meeting or" herein stated and insert the name and address of the proxy desired in the space provide in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
6. To be valid, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment of it (as the case may be).
7. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by authorised representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
8. On a poll, every Shareholder present in person or by proxy or (being a corporation) is represented by proxy shall have one vote for every share held by him/her.
9. The full wording of the resolutions to be proposed at the Annual General Meeting and Explanatory Notes are set out in the Notice of Annual General Meeting which is set out in the Circular dated 2nd April 2014 dispatched to you along with this proxy form.
10. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.

* For identification purpose only