



**有利集團有限公司\***  
**Yau Lee Holdings Limited**  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 0406)

**FORM OF PROXY FOR ANNUAL GENERAL MEETING  
TO BE HELD ON TUESDAY, 28 AUGUST 2012 AND AT ANY ADJOURNMENT THEREOF**

No. of shares to which this Proxy relates <small>(Note 1)</small>	
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I/We (Note 2) \_\_\_\_\_  
of \_\_\_\_\_  
being (a) registered shareholder(s) of YAU LEE HOLDINGS LIMITED (the "Company") hereby appoint (Note 3) the Chairman of the Meeting or  
of \_\_\_\_\_  
as my/our proxy to attend for me/us and on my/our behalf at the Annual General Meeting of the Company ("the Meeting") to be held at 10/F, Tower 1, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 28 August 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice convening the Meeting and at the Meeting, or at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		For <small>(Note 4)</small>	Against <small>(Note 4)</small>
1.	To receive the Audited Consolidated Financial Statements, Reports of the Directors and Auditor's Report for the year ended 31 March 2012.		
2.	To declare a final dividend for the year ended 31 March 2012.		
3.	(1) To re-elect Ir. Wong Tin Cheung as a Director.		
	(2) To re-elect Mr. Wu King Cheong as a Director.		
	(3) To re-elect Dr. Yeung Tsun Man, Eric as a Director.		
	(4) To authorise the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint Messrs. PricewaterhouseCoopers as Auditor and authorise the Board of Directors to fix their remuneration.		
5.	(1) To give a general mandate to the Board of Directors to issue, allot and deal with additional shares of the Company not exceeding 20 per cent of the existing issued share capital of the Company.		
	(2) To give a general mandate to the Board of Directors to repurchase shares of the Company not exceeding 10 per cent of the existing issued share capital of the Company.		
	(3) That the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company shall be added to the aggregate nominal amount of shares that may be allotted by the Board of Directors pursuant to the general mandate.		
6.	To approve the adoption of a new set of the Bye-laws, which consolidates all the proposed amendments to the Bye-laws.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012. Signature (Note 5) \_\_\_\_\_

**Notes:**

- 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).
- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- If any proxy other than the Chairman of the Meeting is preferred, strike out the relevant reference and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED.
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE APPROPRIATE BOXES. 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 or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised on that behalf.
- If two or more persons are jointly entitled to a share of the Company and are present at the meeting, only the joint holder whose name stands first in the Register of Member of the Company in respect of the joint holding is entitled to vote at the Meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority must be deposited at the principal place of business of the Company at 10th Floor, Tower 1, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

\* For identification purpose only