



Meadville Holdings Limited
美維控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code : 3313)

**Form of Proxy for use at the Extraordinary General Meeting and
any adjournment of the Extraordinary General Meeting**

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.01 each of in the share capital of Meadville Holdings Limited
(“Company”) hereby appoint the chairman of the extraordinary general meeting, or ^(3 & 4) _____
of _____
and/or failing him _____
of _____
to act as my/our proxy at the extraordinary general meeting (“EGM”) (and at any adjournment of the EGM) of the Company to be held at Ballroom, Level
3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 9 March 2010 at 10:00 am in respect of the resolutions set out in
the notice of EGM (“Notice”) as indicated below and to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy thinks
fit.

SPECIAL RESOLUTIONS		For ⁽⁵⁾	Against ⁽⁵⁾
1.	To approve the PCB Sale (Special Resolution No. 1 set out in the Notice).		
2.	To approve the Laminate Sale (Special Resolution No. 2 set out in the Notice).		
3.	To approve the Withdrawal Proposal (Special Resolution No. 3 set out in the Notice).		
4.	To approve amendment of the articles of association of the Company (Special Resolution No. 4 set out in the Notice).		
5.	To approve the Deregistration and Continuation (Special Resolution No. 5(a) set out in the Notice) and approve and adopt: (a) the new memorandum of association of the Company (Special Resolution No. 5(b) set out in the Notice); and (b) the new articles of association of the Company (Special Resolution No. 5(c) set out in the Notice).		
6.	To approve the distribution by way of dividend to those holders of shares of HK\$0.01 each in the capital of the Company, such distribution to be paid and satisfied by (Special Resolution No. 6 set out in the Notice): (a) the distribution in specie to Mr. Tang Hsiang Chien (“Mr. Tang”) (Special Resolution No. 6(a) set out in the Notice); (b) the distribution in specie to Su Sih (BVI) Limited (“Su Sih”) (Special Resolution No. 6(b) set out in the Notice); (c) the distribution in specie to Top Mix Investments Limited (“Top Mix”) (Special Resolution No. 6(c) set out in the Notice); (d) the distribution in cash to the shareholders of the Company other than Mr. Tang, Su Sih and Top Mix (Special Resolution No. 6(d) set out in the Notice); (e) the distribution of 0.0185 TTM Share for every Share to all shareholders of the Company or, in respect of such shareholders of the Company who elect or who are deemed to have elected to receive the net cash proceeds of sale of such TTM Shares to which such shareholders would otherwise have been entitled sold through the Dealing Facility, such net cash proceeds of sale (Special Resolution No. 6(e) set out in the Notice); (f) the distribution in cash of the accrued interest on the Promissory Notes to all shareholders of the Company (Special Resolution No. 6(f) set out in the Notice); and (g) the distribution in cash of the incremental net amount (after any applicable transaction expenses and taxes) in respect of the GSST shares that are sold prior to the completion of the Laminate Sale (if any) to all shareholders of the Company (Special Resolution No. 6(g) set out in the Notice), and such distribution may be paid from any reserve account of the Company and/or from the Company’s share premium and/or share capital accounts and/or any other account lawfully available therefor.		

Dated: _____ Signature ⁽⁶⁾: _____

Notes:

- Full name(s) and address(es) (as shown in the register of members of the Company) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each of the Company 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 registered in your name(s).
- If any proxy other than the chairman of the EGM is preferred, please delete the words “the chairman of the extraordinary general meeting, or” and insert the name and address of the proxy desired in the space provided, failing which the chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Any shareholder who is the holder of two or more shares and who is entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company, but must attend the EGM in person to represent you.
- 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 either box will entitle your proxy to cast your vote or abstain at his discretion on the relevant resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint registered holders shall be present at the EGM personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or notorally certified copy of such power of attorney or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the EGM and any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM and any adjournment of the EGM if you so wish and, in such event, this instrument appointing a proxy shall be deemed to be revoked.