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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Form 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of July 2012

Commission File Number 000-53776

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**China Metro-Rural Holdings Limited**

(Translation of registrant's name into English)

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Suite 2204, 22/F, Sun Life Tower  
The Gateway, 15 Canton Road  
Tsimshatsui, Kowloon, Hong Kong  
(Address of principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F       Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes       No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

The information included in the Report on Form 6-K is incorporated by reference into the registration statement on Form F-3 (File No. 333-171825).

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Attached hereto and incorporated by reference herein is a notice of Annual General Meeting of the shareholders of China Metro-Rural Holdings Limited to be held on September 4, 2012 and the proxy statement related thereto.



## EXHIBIT INDEX

Exhibit  
Number

Description

99.1	Notice of the Annual General Meeting of the shareholders of China Metro-Rural Holdings Limited to be held on September 4, 2012 and the proxy statement related thereto.
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**China Metro-Rural Holdings Limited**

Dear Shareholders:

July 16, 2012

You are cordially invited to join us at the Annual General Meeting of shareholders of China Metro-Rural Holdings Limited, or China Metro, to be held at 10:30 a.m. (Hong Kong time) on September 4, 2012. The Annual General Meeting will be held at China Metro-Rural Holdings Limited, located at Suite 2204, 22/F, Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong, for the following purposes:

1. To elect ten Directors of the Company to hold office until the next Annual General Meeting of shareholders or until their successors are duly elected and qualified.
2. To approve the proposal of the Board of Directors to appoint PricewaterhouseCoopers ("PwC") as the Company's independent registered public accounting firm for fiscal year ending March 31, 2013 and to authorize the directors to fix their remuneration.
3. To transact such other business as may properly come before the Annual General Meeting or any adjournment thereof.

The China Metro Annual General Meeting also will address such other business as may properly come before the Annual General Meeting or any adjournment or postponement thereof.

The record date for the determination of shareholders entitled to notice of, and to vote at, the China Metro Annual General Meeting and any adjournment or postponement thereof is July 26, 2012. Only shareholders of record at the close of business on that date are entitled to notice of, and to vote at, the China Metro Annual General Meeting. At the close of business on the record date, China Metro had outstanding and entitled to vote (a) 73,543,782 ordinary shares, and (b) 100,000 preferred shares. The preferred shares constituted an aggregate of 3,191,225 voting shares as of the close of business on the record date. Accordingly, a total of 76,735,007 shares are eligible to be voted at the Annual General Meeting.

Your vote is important. The affirmative vote of a majority of the votes cast in person or by proxy at the China Metro Annual General Meeting is required for approval of Proposal Nos. 1, 2 and 3.

Even if you plan to attend the China Metro Annual General Meeting in person, we request that you submit your proxy as soon as possible (i) through the internet, (ii) by telephone, or (iii) by signing and returning the enclosed proxy card to ensure that your shares will be represented at the China Metro Annual General Meeting in the event you are unable to attend. If you fail to submit your proxy and do not vote in person at the Annual General Meeting, your shares will not be counted for purposes of determining whether a quorum is present at the China Metro Annual General Meeting. Failure to submit a proxy will have no effect on Proposal No. 1, 2 and 3. If you attend the China Metro Annual General Meeting and have voted by proxy but wish to vote in person, you may withdraw your proxy and vote in person.

The accompanying proxy statement describes Proposal Nos. 1, 2 and 3 in detail. **We encourage you to read the accompanying proxy statement carefully before completing and submitting your proxy.**

**It is important that your shares are represented at the Annual General Meeting. Even if you plan to attend the Annual General Meeting in person, we hope that you will submit your proxy as soon as possible (i) through the internet, (ii) by telephone, or (iii) by signing and returning the enclosed proxy card. This will not limit your right to attend or vote at the Annual General Meeting.**

By order of the Board of Directors,

Sincerely,

\_\_\_\_\_  
/s/ Sio Kam Seng

Sio Kam Seng  
Executive Director and Chairman of  
the Board and Chief Executive Officer

**Neither the Securities and Exchange Commission nor any non-U.S. or state securities commission has passed upon the adequacy or accuracy of the disclosure in the accompanying proxy statement. Any representation to the contrary is a criminal offense.**

The accompanying proxy statement is dated July 16, 2012 and is first being mailed to China Metro shareholders on or about July 27, 2012.



**China Metro-Rural Holdings Limited**

**Suite 2204, 22/F, Sun Life Tower, The Gateway  
15 Canton Road, Tsimshatsui, Kowloon, Hong Kong**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
To Be Held On September 4, 2012**

To the Shareholders of China Metro-Rural Holdings Limited:

Notice is hereby given that an Annual General Meeting (the "Annual General Meeting") of shareholders of China Metro-Rural Holdings Limited, a British Virgin Islands company, or China Metro, will be held at 10:30a.m. (Hong Kong time) on September 4, 2012 at China Metro-Rural Holdings Limited, Suite 2204, 22/F, Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong, for the following purposes:

1. To elect ten Directors of the Company to hold office until the next Annual General Meeting of shareholders or until their successors are duly elected and qualified.
2. To approve the proposal of the Board of Directors to appoint PricewaterhouseCoopers ("PwC") as the Company's independent registered public accounting firm for fiscal year ending March 31, 2013 and to authorize the directors to fix their remuneration.
3. To transact such other business as may properly come before the Annual General Meeting or any adjournment thereof.

The China Metro Annual General Meeting also will address such other business as may properly come before the Annual General Meeting or any adjournment or postponement thereof.

The Board of Directors of China Metro, on behalf of China Metro, is soliciting proxies from the China Metro shareholders. The Board of Directors of China Metro has fixed July 26, 2012 as the record date for determination of shareholders entitled to notice of, and to vote at, the Annual General Meeting and any adjournments or postponements thereof.

**Whether or not you expect to attend the Annual General Meeting, to ensure that your shares are represented at the Annual General Meeting, you should vote your proxy (i) through the internet, (ii) by telephone, or (iii) by completing, signing and dating the enclosed proxy card and returning it promptly in the enclosed envelope. You may revoke your proxy and vote in person if you decide to attend the Annual General Meeting.**

By Order of the Board of Directors,

/s/ Sio Kam Seng

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Sio Kam Seng  
Executive Director and Chairman of  
the Board and Chief Executive Officer

Hong Kong  
July 16, 2012

**PROXY STATEMENT**  
**PROPOSAL 1**  
**ELECTION OF DIRECTORS**

Ten directors are to be elected to serve until the next Annual General Meeting of shareholders or until their successors are elected and qualified, or until their earlier resignation, removal or death. The Board of Directors has nominated Mr. Cheng Chung Hing, Ricky; Mr. Sio Kam Seng, Mr. Cheng Tai Po; Mr. Ho Min Sang, Mr. Su Shaobin, Ms. Leung Wai Yan, Mr. Lai Chau Ming, Matthew; Mr. Wong Gee Hang, Henry; Mr. Tsui King Chung, Francis and Mr. Yuen Ka Lok, Ernest to serve as directors (the “Nominees”). Directors shall be elected by shareholders holding a plurality of the votes represented by the ordinary shares and preferred shares present at the Annual General Meeting. In the event that any one of the Nominees is unable or declines to serve as a director, the Board of Directors intends to substitute another person of their choice as nominee, in his place and stead, or to present such lesser number of directors in accordance with the Company’s Articles of Association. The Board of Directors has no reason to believe that any Nominee will be unable to serve or decline to serve as a director. However, if any Nominee should become unable or unwilling to serve for any reason, proxies may be voted for another person nominated as a substitute by the Board of Directors, unless the Board of Directors decides to reduce the number of Directors. Any vacancy occurring between shareholders’ meetings, including vacancies resulting from an increase in the number of directors, may be filled by the Board of Directors. A director elected to fill a vacancy shall hold office until the next Annual General Meeting.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE ELECTION OF ALL NOMINEES NAMED ABOVE TO THE BOARD OF DIRECTORS.**

**Information Regarding Nominees**

The following table sets forth the name and position(s) held with the Company, of each director of the Company. Each director of the Company has been nominated by the Board of Directors as a Nominee. Further information with respect to each Nominee is set forth in the description of business experience of such persons below.

**OUR DIRECTORS**

<u>Name</u>	<u>Position(s)</u>
Mr. Cheng Chung Hing, Ricky . . . . .	Director
Mr. Sio Kam Seng . . . . .	Chairman of the Board and Chief Executive Officer
Mr. Cheng Tai Po . . . . .	Vice Chairman of the Board
Mr. Ho Min Sang . . . . .	Director
Mr. Su Shaobin . . . . .	Director
Ms. Leung Wai Yan . . . . .	Director
Mr. Lai Chau Ming, Matthew . . . . .	Director
Mr. Wong Gee Hang, Henry . . . . .	Director
Mr. Tsui King Chung, Francis . . . . .	Director
Mr. Yuen Ka Lok, Ernest . . . . .	Director

Mr. CHENG Chung Hing, Ricky, our co-founder, served as Chairman of the board of directors from July 24, 2009 until August 25, 2011. He also served as Chief Executive Officer of the Company from July 24, 2009 until March 22, 2010 and as President of the Company from July 24, 2009 until June 1, 2011. He has also served as Chairman of the board of directors and President of MSHI since January 8, 1996. He was appointed Chief Executive Officer of MSHI on January 2, 1998. He served as Chief Financial Officer of MSHI from February to August 1999 and from August 2000 to August 2003. Mr. Cheng was appointed Chairman and a Director of Man Sang International Limited, a then-subsiary listed on The Stock Exchange of Hong Kong Limited, in August 1997. Prior to our reorganization in late 1995, which resulted in MSHI's issuance of common stock and Series A preferred shares in exchange for all the outstanding securities of MSBVI in January 1996, he had served as chairman and president of various companies within the Man Sang group of companies. Since March 20, 2007, Mr. Cheng has also served as a director of China Metro-Rural Exchange Ltd. Since February 21, 2007, Mr. Cheng, China Metro-Rural Limited's co-founder, also served as a director of China Metro-Rural Limited. He also serves as an executive director, co-founder and co-chairman of a Hong Kong company listed on The Stock Exchange of Hong Kong Limited with integrated logistics operations in China (China South City Holdings Limited, stock code: 1668).

Mr. SIO Kam Seng has served as Chairman of the Board and Chief Executive Officer of the Company since August 25, 2011. Mr. Sio served as Vice Chairman of the Board and Chief Executive Officer of the Company from March 22, 2010 until August 25, 2011. Mr. Sio has served as chairman of the board of directors of China Metro-Rural Limited and China Metro-Rural Exchange Limited (a Hong Kong company) since January 1, 2010. He holds a Bachelor of Science degree in Construction Management and a Master of Business Administration degree. He is a member of Chartered Institute of Building, a member of Society of Environmental Engineers and an associate of Chartered Institute of Arbitrators. He is also a Chartered Builder of United Kingdom. He has over 20 years of experience in insurance and senior management. Prior to joining the China Metro Group, he served as area manager of HSBC Insurance Group from 1989 to 1992, assistant general manager of Sime Insurance Group from 1993 to 1995, director and chief executive officer of MSHI from 1995 to 1997. He also served as director and general manager of Accette Insurance Hong Kong from 1998 to June 2010 and has remained as its director since then.

Mr. CHENG Tai Po, our co-founder, has served as our Vice Chairman since July 24, 2009. He has also served as director and Vice Chairman of MSHI since January 1996. He has served as Deputy Chairman and a Director of Man Sang International Limited (MSIL), a Hong Kong Company listed on The Stock Exchange of Hong Kong Limited (stock code: 938) since August 1997. Prior to our group reorganization, he served as vice chairman of various companies within our group of companies. He has also served as a non-executive director of China South City Holdings Limited, a Hong Kong Company listed on The Stock Exchange of Hong Kong Limited (stock code: 1668) since April 30, 2010. He has served as a director of some subsidiaries within MSIL's group of companies and China South City's group of companies. Mr. Cheng has over 30 years experience in the pearl business and is responsible for our overall planning, strategic formulation and business development.

Mr. HO Min Sang has served as our Director since August 25, 2011 and he was one of the initial investors in the Company and was involved in the Company's business development until the Company was publicly listed, given his insight into the Company's values, structure and goals. Mr. Ho has over 25 years experience in the fine jewelry business including retail, wholesale and manufacturing. Mr. Ho has served as the Chairman of CARINE FRANCOIS France since 1985. CARINE FRANCOIS is the second largest importer both in quantity and value of fine jewelry in France. As the Chairman of his group of companies, his investments covered France, Hong Kong and Mainland China. He is experienced in the areas of enterprise management and business development.



Mr. SU Shaobin has served as our Director since August 25, 2011. Mr. Su is a Senior Economist in the PRC, and currently the Chairman of Jiangxi Zhenchang Group since 2005. He obtained a Bachelors Degree in Decoration and Design from South China University of Technology in 1993. In 2005, he earned a Master Degree from the Graduate School of The China Academy of Social Science, and received another Master Degree in Business Administration from The Open University of Hong Kong. Mr. Su has extensive management and working experience in the Building Decoration and Designs Industry for over 17 years and was awarded “Excellent Entrepreneur of China Building Decoration Industry” in 2004. Mr. Su is currently a member of the standing committee of the China Building Decoration Association and a member of the standing committee of the Federation of Industry and Commerce in Jiangxi Province. In 2006, Mr. Su was awarded “Excellent Builder of Socialism with Chinese Characteristics” by Nanchang Municipal Government, and was elected as representative of the Twelfth and Thirteenth People’s Congress of Nanchang City and the representative of the Eleventh People’s Congress of Jiangxi Province.

Ms. LEUNG Wai Yan has served as our Director since March 22, 2010 and is currently a director of Grand City Hotel (Shenzhen) Co., Ltd., a subsidiary of China South City Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited. She obtained a Master degree in Business Administration from The Chinese University of Hong Kong in December 2011. She graduated from Les Roches (Switzerland) International School of Hotel Management in 2007 with a Bachelor of Business Administration degree in International Hotel Management with Finance. She was a director of Tung Wah Group of Hospitals, a charity organization in Hong Kong.

Mr. LAI Chau Ming, Matthew, has served as our Director since July 24, 2009. He has also served as a Director of MSHI since November 1996. Mr. Lai has been Sales Director of DBS Vickers (Hong Kong) Limited since July 1996. Prior to his joining DBS Vickers, Mr. Lai served from 1972 to 1996 as a Senior Manager of Sun Hung Kai Investment Company Limited, an investment company in Hong Kong. Mr. Lai has 30 years experience in investment. He is experienced in the areas of financial management and planning.

Mr. WONG Gee Hang, Henry, has served as our Director since July 24, 2009. He has also served as a Director of MSHI since April 2005. Mr. Wong has over 30 years of experience in accounting, property investment and development and general management. Mr. Wong has also served as the Managing Director of Marspeed Limited, a consultancy firm of property development, investment and management. Mr. Wong had been a member of senior management in a Hong Kong property developer for more than 15 years. He is a full member of The Hong Kong Management Association.

Mr. TSUI King Chung, Francis, has served as our Director since July 24, 2009. He has also served as a Director of MSHI since January 2006. Mr. Tsui has over fifteen years of experience in financial services and business development consultancy both in the United States and in Hong Kong. Since 2000, Mr. Tsui has served as the President of DMC Investment Co. Ltd., a private investment company. He holds a Ph.D. degree in History and a Master of Business Administration degree from the University of Hawaii.

Mr. YUEN Ka Lok, Ernest, has served as our Director since September 1, 2010. Mr. Yuen has been a solicitor and a partner of Messer. Yuen & Partners since 1997. He has nearly 20 years of experience in litigations and commercial works. He received his Bachelor Degree in Commerce from University of Toronto in Canada. Mr. Yuen is a member of the Law Society of Hong Kong.





**CHINA METRO-RURAL HOLDINGS LIMITED**  
**Proxy for Annual General Meeting of Shareholders on September 4, 2012**  
**Solicited on Behalf of the Board of Directors**

The undersigned, revoking all prior proxies, hereby appoints Mr. Cheng Chung Hing, Ricky, and Mr. Cheng Tai Po, and each of them, with full power of substitution in each, as proxies for the undersigned, to represent the undersigned and to vote all the ordinary and preferred shares of the Company which the undersigned would be entitled to vote, as fully as the undersigned could vote and act if personally present, at the Annual General Meeting of Shareholders (the “Annual General Meeting”) to be held on September 4, 2012, at 10:30 a.m. local time, at Suite 2204, 22/F, Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong, or at any adjournment or postponement thereof.

**The board of directors recommends a vote “FOR” Proposal 1 and 2 herein. To vote in accordance with the recommendations of the board of directors, just sign on the reverse side and mark the appropriate box. If any other business is presented at the Annual General Meeting, this proxy will be voted by those named in this proxy in their best judgment. At the present time, the board of directors knows of no other business to be presented at the Annual General Meeting.**

(Continued and to be signed on the reverse side.)



# ANNUAL GENERAL MEETING OF SHAREHOLDERS OF CHINA METRO-RURAL HOLDINGS LIMITED

September 4, 2012

**Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:**  
The Notice & Proxy Statement is/are available at [www.proxyvote.com](http://www.proxyvote.com).

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PROPOSAL 2.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN  
HERE ☒**

1. Election of Directors:

- FOR ALL NOMINEES**
- WITHHOLD AUTHORITY  
FOR ALL NOMINEES**
- FOR ALL EXCEPT**  
(See instructions below)

**NOMINEES:**

- Mr. Cheng Chung Hing, Ricky
- Mr. Sio Kam Seng
- Mr. Cheng Tai Po
- Mr. Ho Min Sang
- Mr. Su Shaobin
- Ms. Leung Wai Yan
- Mr. Lai Chau Ming, Matthew
- Mr. Wong Gee Hang, Henry
- Mr. Tsui King Chung, Francis
- Mr. Yuen Ka Lok, Ernest

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

FOR AGAINST ABSTAIN

2. To approve the proposal of the Board of Directors to appoint PricewaterhouseCoopers as the Company's independent registered public accounting firm for fiscal year ending March 31, 2013 and to authorize the directors to fix their remuneration.

**The Board of Directors does not have a recommendation for voting on the following proposal(s):**

3. To transact such other business as may properly come before the Annual General Meeting or any adjournment or postponement thereof.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual General Meeting. This proxy when properly executed will be voted as directed herein by the undersigned shareholder. **If no direction is made, this proxy will be voted FOR ALL NOMINEES in Proposal 1 and FOR Proposal 2.**

NOTE: Should the undersigned be present and elect to vote at the Meeting or at any adjournments thereof, and after notification to the Secretary of the Company at the Meeting of the shareholder's decision to terminate this proxy, then the power of such attorneys or proxies shall be deemed terminated and of no further force and effect. This proxy may also be revoked by filling a written notice of revocation with the Secretary of the Company or by duly executing a proxy bearing a later date.

Signature of Shareholder  Date:  Signature of Shareholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

# ANNUAL GENERAL MEETING OF SHAREHOLDERS OF CHINA METRO-RURAL HOLDINGS LIMITED

September 4, 2012

**PROXY VOTING INSTRUCTIONS**

**INTERNET** - Access "[www.voteproxy.com](http://www.voteproxy.com)" and follow the on-screen instructions. Have your proxy card available when you access the web page.

**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST on August 29, 2012.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual General Meeting.

<b>COMPANY NUMBER</b>	
<b>ACCOUNT NUMBER</b>	

**Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:**  
The Notice & Proxy Statement is/are available at [www.proxyvote.com](http://www.proxyvote.com).

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PROPOSAL 2.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN  
HERE**

1. Election of Directors:

**NOMINEES:**

**FOR ALL NOMINEES**

**WITHHOLD AUTHORITY FOR ALL NOMINEES**

**FOR ALL EXCEPT**  
(See instructions below)

Mr. Cheng Chung Hing, Ricky  
 Mr. Sio Kam Seng  
 Mr. Cheng Tai Po  
 Mr. Ho Min Sang  
 Mr. Su Shaobin  
 Ms. Leung Wai Yan  
 Mr. Lai Chau Ming, Matthew  
 Mr. Wong Gee Hang, Henry  
 Mr. Tsui King Chung, Francis  
 Mr. Yuen Ka Lok, Ernest

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "**FOR ALL EXCEPT**" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

FOR AGAINST ABSTAIN

2. To approve the proposal of the Board of Directors to appoint PricewaterhouseCoopers as the Company's independent registered public accounting firm for fiscal year ending March 31, 2013 and to authorize the directors to fix their remuneration.

**The Board of Directors does not have a recommendation for voting on the following proposal(s):**

3. To transact such other business as may properly come before the Annual General Meeting or any adjournment or postponement thereof.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual General Meeting. This proxy when properly executed will be voted as directed herein by the undersigned shareholder. **If no direction is made, this proxy will be voted FOR ALL NOMINEES in Proposal 1 and FOR Proposal 2.**

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be

NOTE: Should the undersigned be present and elect to vote at the Meeting or at any adjournments thereof, and after notification to the Secretary of the Company at the Meeting of the shareholder's decision to terminate this proxy, then the

submitted via this method.

power of such attorneys or proxies shall be deemed terminated and of no further force and effect. This proxy may also be revoked by filling a written notice of revocation with the Secretary of the Company or by duly executing a proxy bearing a later date.

Signature of Shareholder  Date:  Signature of Shareholder  Date:

■ **Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person. ■