

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Man Wah Holdings Limited (the "Company") will be held at The Fullerton Hotel Singapore, 1 Fullerton Square, Singapore 049178, Room TDB on Tuesday, 22 July 2008 at 10.00am for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended 31 March 2008 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final dividend of HK\$0.0379 per share, tax not applicable, for the year ended 31 March 2008. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Bye-law 104 of the Bye-laws of the Company:
Mr Bernard Tay Ah Kong **(Resolution 3)**
Mr Lee Teck Leng Robson **(Resolution 4)**
4. To re-elect Mr Lee Fook Wah Francis retiring pursuant to Bye-law 107(B) of the Bye-laws of the Company. **(Resolution 5)**
5. To approve the payment of Directors' fees of S\$170,000 for the financial year ending 31 March 2009 to be paid monthly in arrears. (2008: S\$150,000/-) **(Resolution 6)**
6. To re-appoint Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

8. Authority to allot and issue shares up to fifty per cent. (50%) of issued capital
"That, pursuant to Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "Listing Manual"), authority be and is hereby given to the Directors to:-
(a) allot and issue shares in the Company; and
(b) issue convertible securities and any shares in the Company pursuant to convertible securities
(whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of shares (including any shares to be issued pursuant to the convertible securities) in the Company to be issued pursuant to such authority shall not exceed fifty per cent. (50%) of the issued share capital of the Company for the time being and that the aggregate number of shares in the Company to be issued other than on a pro-rata basis to the then existing shareholders of the Company will not exceed twenty per cent. (20%) of the issued share capital of the Company for the time being. Unless revoked or varied by the Company in general meeting, such authority shall continue in full force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law or by the Company's Bye-laws to be held, whichever is the earlier, except that the Directors shall be authorised to allot and issue new shares pursuant to the convertible securities notwithstanding that such authority has ceased.
For the purposes of this Resolution and Rule 806(3) of the Listing Manual, the percentage of issued share capital is based on the issued share capital of the Company at the time this Resolution is passed after adjusting for:-
(i) new shares arising from the conversion or exercise of convertible securities or from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual; and
(ii) any subsequent consolidation or subdivision of shares."
(Resolution 8)
9. Authority to grant options and issue shares under the Man Wah Share Option Scheme
"That the Directors be and are hereby empowered to grant options, and to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of options granted under the Man Wah Share Option Scheme (the "Scheme") provided always that the aggregate number of shares in respect of which such options may be granted and which may be issued pursuant to the Scheme shall not exceed fifteen per cent. (15%) of the issued share capital of the Company from time to time."
(Resolution 9)

By Order of the Board

Loy Sye Ling
Joint Company Secretary

Singapore, 30 June 2008

Explanatory Notes to Resolution 3:

Mr Bernard Tay Ah Kong is an independent Director of the Company. He also serves as the Chairman of the Audit Committee and a member of both the Nominating Committee and the Remuneration Committee. Upon his re-election, Mr Tay will continue to serve as the Chairman of the Audit Committee and as a member of the Nominating Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Explanatory Notes to Resolution 4:

Mr Lee Teck Leng Robson is an Independent Director of the Company. He also serves as Chairman of the Nominating and Remuneration Committees and as a Member of the Audit Committee. Upon his re-election, Mr Lee will continue to serve as the Chairman of the Nominating and Remuneration Committees and as a Member of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Explanatory Notes to Resolution 8:

The proposed ordinary resolution no. 8, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed fifty per cent. (50%) of the issued share capital (as defined in Resolution 8) of the Company. For issues of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be issued will not exceed twenty per cent. (20%) of the issued share capital (as defined in Resolution 8) of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law or the Company's Bye-laws to be held, whichever is the earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any convertible securities issued under this authority.

Explanatory Notes to Resolution 9:

The proposed ordinary resolution no. 9, if passed, will empower the Directors of the Company, to grant options and to allot and issue shares upon the exercise of such options in accordance with the Scheme.

Note:

1. With the exception of the Central Depository (Pte) Ltd. (the "Depository") who may appoint more than two proxies, a member of the Company entitled to attend and vote at the above meeting is entitled to appoint no more than two proxies to attend and vote on its behalf. A proxy need not be a member of the Company.
2. Where a form of proxy appoints more than one (1) proxy (including the case where such appointment results from a nomination by the Depository), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
3. A corporation, which, is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the meeting.
4. To be valid, the instrument appointing a proxy or proxies together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 3 Church Street, #08-01 Samsung Hub, Singapore 049483 not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.