



K. WAH INTERNATIONAL HOLDINGS LIMITED

嘉華國際集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 173)

Principal Place of Business in Hong Kong
29th Floor, K. Wah Centre

191 Java Road, North Point, Hong Kong

PROXY FORM for use at the special general meeting or any adjournment thereof

I/We (note 1) _____

of _____

being the registered holder(s) of (note 2) _____

shares of HK\$0.10 each in K. Wah International Holdings Limited (“Company”), hereby appoint (note 3) the Chairman of the Meeting or _____

of _____

as my/our proxy to attend and act for me/us at the special general meeting (“Meeting”) of the Company to be held at Conrad Hong Kong, Chatham Room, Level 7, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 21 November 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote, on a poll, for me/us and in my/our name(s) in respect of the said resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Terms used herein have the meanings ascribed to them in the circular dated 5 November 2007 unless the context otherwise requires.

Please indicate with a “√” in the boxes provided below how you wish your vote(s) to be cast on a poll.

	For	Against
— Ordinary Resolution to approve the Share Purchase Agreement.	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder’s Signature: _____

Date: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares 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 Company registered in your name(s).
3. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. On a poll, votes may be given personally, by duly authorised corporate representative or by his duly appointed proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion. If such an appointment is made, delete the words “the Chairman of the Meeting or” and insert the name and address of the appointed proxy in the space provided. Completion and return of this form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof and in such event, the authority of this form of proxy will be deemed to be revoked.
4. This form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority **shall be deposited** at the principal place of business in Hong Kong of the Company at **29th Floor, K. Wah Centre, 191 Java Road, North Point, Hong Kong (marked for the attention of the Company Secretary)** not less than **48 hours before the time for holding the Meeting** and in default this form of proxy shall not be treated as valid.
6. Where there are joint registered holders of any share, any one of such person may vote at the Meeting, either personally or by his duly appointed proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at any meeting personally or by his duly appointed proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
7. The ordinary resolution will be voted by way of poll.
8. Any alterations made in this form should be initialled by the person who signs it.