



# WONSON INTERNATIONAL HOLDINGS LIMITED

(和成國際集團有限公司)\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 651)

## Proxy Form for use at the Annual General Meeting to be held on 30 June 2006 (or any adjournment thereof)

I/We<sup>(1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of Wonson International Holdings

Limited (the "Company") hereby appoint the Chairman of the Meeting, or <sup>(3)</sup> \_\_\_\_\_ as my/our proxy/ proxies to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (and at any adjournment thereof) to be held at Falcon Room II, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong, on Friday, 30 June 2006 at 10:00 a.m. and to vote in respect of the following resolutions as indicated and on any other business that may properly come before the annual general meeting:-

ORDINARY RESOLUTIONS		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 December 2005.		
2.	(i) to re-elect Mr. Chan Sze Hung as an independent non-executive director of the Company;		
	(ii) to re-elect Mr. Tong Wui Tung as an independent non-executive director of the Company;		
	(iii) to authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to issue allot and deal with additional shares not exceeding 20% of the aggregate nominal amount of the existing issued share capital of the Company on the date of passing this Resolution.		
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing this Resolution.		
6.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company under resolution No. 4 by adding to it the nominal amount of shares repurchased by the Company pursuant to resolution No. 5.		
<b>SPECIAL RESOLUTION</b>			
7.	To approve the amendments to the bye-laws of the Company.		

Dated \_\_\_\_\_

Signature<sup>(5)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting, or" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company. Please note that according to the bye-laws of the Company, a member of the Company may appoint more than one proxies to attend and vote at a general meeting of the Company who is the holder of two or more shares.
- IMPORTANT:** If you wish to vote for any resolution, please tick the appropriate box(es) marked "For". If you wish to vote against any resolution, please tick the appropriate box(es) marked "Against". Failure to complete any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
- The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed either under seal or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.
- 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 certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Abacus Share Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the annual general meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

\* For identification purposes only