



WAH NAM INTERNATIONAL HOLDINGS LIMITED

華南投資控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 159)

PROXY FORM

I/We, (note 1) _____
of _____
being the registered holder(s) of (note 2) _____ ordinary shares of HK\$0.10 each in the capital of Wah Nam International Holdings Limited (the "Company"), HEREBY APPOINT (note 3) _____ of _____ or failing him/her, the chairman of the SGM as my/our proxy to act for me/us at the Special General Meeting ("the SGM") (or at any adjournment thereof) of the said Company to be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 18 July 2008 at 10:45 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the resolutions set out in the notice convening the SGM and at the SGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		See Note 4	
		For	Against
1.	To approve the increase in authorized share capital of the Company.		
2.	To approve (i) the sale and purchase agreement and the supplemental deed and the transactions contemplated thereunder; (ii) the allotment and issue of the consideration shares and (iii) the allotment and issue of the convertible notes.		
3.	To approve the grant of the specific mandate under the proposed share issue.		

Dated the _____ day _____ of 2008 Signature(s) (note 5) _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each 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. If any proxy other than the chairman of the SGM is preferred, strike out the words "the chairman of the SGM or" herein stated and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY**. The proxy need not be a member of the Company. Completion and delivery of this form of proxy will not preclude you from attending and voting at the SGM if you so wish.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "AGAINST"**. Failure to complete the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
5. This form of proxy must be signed by you or your attorney duly authorized 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 duly authorized.
6. In order 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 notarially certified copy thereof, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
7. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by authorised representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
8. The proxy need not be a member of the Company but must attend the SGM in person to represent you.
9. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
10. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.

* For identification purpose only