



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

Form of proxy for the special general meeting to be held at Room 2805, 28/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 13 December 2010 at 11:30 a.m. (the "SGM"). Unless otherwise stated, capitalised terms used in this form shall have the same meanings as set out in the circular issued by the Company dated 26 November 2010.

I/We (note 1) _____ of _____ being the registered holder(s) of (note 2) _____ 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, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of SGM (with or without modifications) as hereunder indicated.

Ordinary Resolutions (note 11)		FOR (note 4)	AGAINST (note 4)
1.	To approve the acquisition of BRM Shares pursuant to the BRM Conditional Offer and the allotment and issue of the Consideration WN Shares to BRM Shareholders.		
2.	To approve the acquisition of FRS Shares pursuant to the FRS Conditional Offer and the allotment and issue of the Consideration WN Shares to FRS Shareholders.		
3.	To approve the Lead Manager Mandate and the Offer for Subscription and the allotment and issue of up to 15 million Offer Shares and up to 15 million WN Options in accordance with the terms of the Prospectus.		
4.	To approve the Proposed Increase in Authorised Share Capital.		
5.	To approve the Issue Mandate.		
6.	To approve the Proposed Refreshment of General Mandate.		
7.	To approve the respective maximum remunerations per annum in aggregate for executive Directors and non-executive Directors.		

Date this _____ day of _____ 2010. Signature (note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK IN THE BOX MARKED "FOR" BESIDE THE RESOLUTION(S). IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK IN THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION(S).** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the SGM.
- 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 of that power or authority must be deposited at the Company's branch share registrars, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
- In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
- Any alteration to this form of proxy must be initialled by the person who signs it.
- The text of the ordinary resolutions presented in this proxy form is in summarised form. The entire text of the ordinary resolutions is set out in the notice of the SGM.

* for identification purpose only