



# WAH NAM INTERNATIONAL HOLDINGS LIMITED

## 華南投資控股有限公司\*

(incorporated in Bermuda with limited liability)

(SEHK stock code: 159)

(ASX stock code: WNI)

### HONG KONG PROXY FORM

Form of proxy for the special general meeting to be held at Suites 1102-03, 11/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Thursday, 19 April 2012 at Hong Kong time 10:00 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 27 March 2012.

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 resolution set out in the notice of the SGM (with or without modifications) as hereunder indicated.

Ordinary Resolution (note 11)	FOR (note 4)	AGAINST (note 4)	ABSTAIN (note 4)
To approve the execution of the CB Subscription Agreement, the creation and issue of the Convertible Bond and the allotment and issue of the Conversion Shares.			

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2012. 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 to which this proxy form relates; 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). If you appoint more than one proxy and no number of shares is inserted, each proxy will be deemed to exercise equal share of the votes that you are entitled.
- 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 THE RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION. IF YOU WISH TO ABSTAIN FROM VOTING AT THE RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN" BESIDE THE RESOLUTION.** 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 resolutions properly put to the meeting other than those referred to in the notice convening the SGM. An abstention will be counted as present for quorum purposes but will not be counted as a vote cast in determining whether the requisite majority of votes cast has approved the resolution. The number of abstentions will be tabulated in the voting results.
- 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 Hong Kong branch share registrar, 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 resolution presented in this proxy form is in summarised form. The entire text of the ordinary resolution is set out in the notice of the SGM.
- This Hong Kong proxy form is to be used solely by the Company's shareholders whose shares are recorded under the Company's Hong Kong branch share registrar or the Company's Bermuda principal registrar. If your shares in the Company are recorded under the Company's Australia branch share registrar, please complete the proxy form distributed by the Company's Australia branch share registrar, Computershare Investor Services Pty Limited.**

\* for identification purpose only