

THIS PROXY FORM IS A REVISED FORM. PLEASE USE THIS FORM.



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 special general meeting

(or at any adjournment thereof)

I/We *(note 1)* _____

of _____

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

ordinary shares of HK\$0.01 each in the capital of the above-named company, HEREBY APPOINT the

chairman of the meeting or *(note 3)* _____

of _____

as my/our proxy to act for me/us at the special general meeting (or at any adjournment thereof) of the said company to be held at Gemini, Libra 33/F, Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong on Monday, 30 April 2007 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

ORDINARY RESOLUTIONS	For <i>(note 4)</i>	Against <i>(note 4)</i>
1. To approve the entering into of the Placing Agreement and the transactions contemplated thereunder and the allotment and issue of the Placing Shares		
2. To approve the entering into of the Convertible Notes Placing Agreement and the transactions contemplated thereunder and the issue of the Convertible Notes and the allotment and issue of the Conversion Shares		

Dated _____ Signature *(note 5)* _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares of HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, strike out the words "the chairman of the meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
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 of such power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Abacus Share Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than forty-eight hours before the time appointed for holding the Meeting or any adjournment thereof.
7. In the case of joint holders, any one of such joint holders may vote at the meeting, either personally or by proxy, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Appointment of a proxy will not preclude you from attending the meeting in person.

* For identification purposes only