



# WONSON INTERNATIONAL HOLDINGS LIMITED

(和成國際集團有限公司)\*

(Incorporated in Bermuda with limited liability)

(Stock code: 00651)

## Form of proxy for use at the special general meeting

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

of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.001 each in the share capital of Wonson International Holdings Limited (the "Company"), **HEREBY APPOINT**<sup>3</sup> the chairman of the special general meeting, or \_\_\_\_\_

of \_\_\_\_\_ as my/our proxy to attend for me/us at the special general meeting (and at any adjournment thereof) of the said Company to be held at 10:00 a.m. on 22 February 2008 at Macau Jockey Club, Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong, for the purposes of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated.

		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	Resolution No.1 as stated in the notice convening the meeting		
2.	Resolution No.2 as stated in the notice convening the meeting		

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

Date: \_\_\_\_\_

### NOTES:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy 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).
3. If any proxy other than the Chairman is preferred, strike out "the chairman of the special general meeting, or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
5. The full text of the Resolutions appears in the notice of the Meeting dated 6 February 2008.
6. The instrument appointing a proxy must be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
7. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as this proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy needs not be a member.
8. The instrument appointing a proxy and the power of attorney (if any) or other authority or other authority (if any) under which it is signed, or a certified copy of such power and authority, shall be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Where there are joint holders of any share any one of such joint holder may vote either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, 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 in respect of the joint holding.

\* For identification purpose only