



K. WAH INTERNATIONAL HOLDINGS LIMITED

嘉華國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 173)

Principal Place of Business in Hong Kong  
29th Floor, K. Wah Centre  
191 Java Road, North Point, Hong Kong

**PROXY FORM for use at the 2011 annual general meeting or any adjournment thereof**

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (note 2) \_\_\_\_\_  
shares of HK\$0.10 each in K. Wah International Holdings Limited ("**Company**"), hereby appoint (note 3) the Chairman of the meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the 2011 annual general meeting ("**Meeting**") of the Company to be held at Picasso Room, Basement 1, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 20 June 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the 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, and if no such indication is given, as my/our proxy thinks fit.

Please indicate with a "√" in the boxes provided below how you wish your vote(s) to be cast on a poll.

	<b>For</b>	<b>Against</b>
1. To receive and adopt the audited financial statements and the reports of the directors and the independent auditor for the year ended 31 December 2010.	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final cash dividend.	<input type="checkbox"/>	<input type="checkbox"/>
3. a. To re-elect Mr. Francis Lui Yiu Tung as a director;	<input type="checkbox"/>	<input type="checkbox"/>
b. To re-elect Ms. Claudia Cheung Man Wan as a director;	<input type="checkbox"/>	<input type="checkbox"/>
c. To re-elect Mr. Robert George Nield as a director;	<input type="checkbox"/>	<input type="checkbox"/>
d. To fix the remuneration of the directors for the year ended 31 December 2010 and for subsequent financial years until otherwise determined.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the directors to fix its remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
5. To pass Ordinary Resolutions (note 9) for the following matters:		
5.1 To grant a general and unconditional mandate to the directors to repurchase shares of the Company;	<input type="checkbox"/>	<input type="checkbox"/>
5.2 To grant a general and unconditional mandate to the directors to allot, issue and deal with additional shares of the Company;	<input type="checkbox"/>	<input type="checkbox"/>
5.3 Conditional upon the passing of the ordinary resolutions under 5.1 and 5.2, to extend the general mandate referred to in 5.2 by the addition thereto of the shares repurchased by the Company pursuant to 5.1.	<input type="checkbox"/>	<input type="checkbox"/>
6. To pass an Ordinary Resolutions (note 10) regarding adoption of a new share option scheme and termination of the existing share option scheme.	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder's Signature: \_\_\_\_\_

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

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITAL**.
2. Please insert the number of shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
3. A member may appoint a proxy of his choice, who needs not be a member of the Company, but must attend the Meeting in person to represent him. If such an appointment is made, delete the words "the Chairman of the meeting or" and insert the name and address of the appointed proxy in the space provided. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the Meeting. In such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share, any one of such persons may vote at the Meeting, either personally 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 the Meeting personally or by proxy, then one of the said persons so present whose name stands first on the registers of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. This proxy form must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
6. If this proxy form is returned duly signed but without a specific direction, the proxy may cast your vote(s) or abstain from voting at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting ("**Notice**").
7. To be valid, this proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney must be deposited at the Company's principal place of business in Hong Kong at **29th Floor, K. Wah Centre, 191 Java Road, North Point, Hong Kong (for the attention of the Company Secretary) not less than 48 hours before the time appointed for the Meeting or any adjournment thereof**.
8. Any alterations made in this proxy form should be initialled by the person who signs it.
9. Full text of each of the Ordinary Resolutions numbered 5.1, 5.2 and 5.3 is set out in the Notice appearing on pages 24 to 26 of the Company's circular dated 21 April 2011 ("**Circular**").
10. Full text of the Ordinary Resolution numbered 6 is set out in the Notice appearing on pages 26 and 27 of the Circular.
11. Details of the directors' remuneration for the year ended 31 December 2010 and for subsequent financial years are set out in note (vii) of the Notice.
12. Biographical details of the abovenamed directors proposed to be re-elected at the Meeting are set out in Appendix I to the Circular.