



K. WAH INTERNATIONAL HOLDINGS LIMITED
嘉華國際集團有限公司

(Incorporated in the 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 2007 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 2007 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 Wednesday, 20 June 2007 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.

	For	Against
1. To receive and consider the financial statements and reports of the directors and auditors for the year ended 31 December 2006.	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect the following persons as directors:		
a. Mr. Lennon Lun Tsan Kau	<input type="checkbox"/>	<input type="checkbox"/>
b. Ms. Paddy Tang Lui Wai Yu	<input type="checkbox"/>	<input type="checkbox"/>
c. Dr. Robin Chan Yau Hing	<input type="checkbox"/>	<input type="checkbox"/>
And to fix the remuneration of the directors for the year ended 31 December 2006 and for subsequent financial years until otherwise determined.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint PricewaterhouseCoopers as auditors and authorise the directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
5. To pass Ordinary Resolutions for the following:		
5.1 Giving a general mandate to the directors to repurchase shares of the Company;	<input type="checkbox"/>	<input type="checkbox"/>
5.2 Giving a general mandate to the directors to allot, issue and deal with additional shares of the Company; and	<input type="checkbox"/>	<input type="checkbox"/>
5.3 Extending the general mandate as approved under 5.2.	<input type="checkbox"/>	<input type="checkbox"/>
6. To pass Special Resolution for the amendments to Bye-laws.	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder's Signature: _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL**.
- 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).
- A member may appoint a proxy of his choice, who need 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.
- In the case of joint holders, this proxy form must be signed by the member whose name stands first on the registers of members. Further, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the registers of members.
- 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.
- If this 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**").
- To be valid, this proxy form together with any 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 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.
- Any alterations made in this form should be initialled by the person who signs it.
- The Notice is set out in the Company's circular dated 30 April 2007 ("**Circular**").
- Details of the directors' remuneration for the year ended 31 December 2006 and for subsequent financial years are set out in the Note 6 of Notice which appears in Appendix III to the Circular.
- Biographical details of the directors proposed to be re-elected at the Meeting are set out in Appendix I to the Circular.