



WORLD HOUSEWARE (HOLDINGS) LIMITED

(Incorporated in Cayman Islands with limited liability)

FORM OF PROXY FOR ANNUAL GENERAL MEETING (or any adjournment thereof)

I/We¹, _____
of _____
being the registered holder(s) of² _____
shares of HK\$0.10 each in the capital of the above-named company (the “Company”), **HEREBY APPOINT**³ the chairman of the meeting, or failing him _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at The Jade Room, 6th floor, The Marco Polo Hongkong Hotel, Harbour City, Kowloon, Hong Kong at 3:00 p.m. on Friday, 28th May 2004 (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting (or at any adjournment thereof) as hereunder indicated and to vote for me and in the event of a poll, to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	Resolutions	For ⁴	Against ⁴
1.	To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31st December 2003.		
2.	A. To re-elect Mr. Lee Chun Sing as director.		
	B. To re-elect Mr. Wat Kwing Cheung, Alexander as director.		
	C. To re-elect Ms. Lai Lai Wah as director.		
	D. To authorise the board of directors to fix the remuneration of the directors.		
3.	To re-appoint auditors and to authorise the directors to fix their remuneration.		
4.	To declare a final dividend.		
5.	A. To grant a general mandate to directors to allot shares.		
	B. To grant a general mandate to directors to repurchase the Company's own shares.		
	C. To add the nominal amount of the shares repurchased under resolution 5B to the mandate granted to the directors under resolution 5A.		
6.	To amend the existing Articles of Association as set out in the notice of Annual General Meeting.		

Signature(s)⁶ _____

Dated this _____ day of _____ 2004

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the company registered in your name(s).
3. If any proxy other than those named is preferred, strike out the named proxies and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF NO DIRECTION IS GIVEN, THE PROXY WILL VOTE OR ABSTAIN AS HE/SHE THINKS FIT.**
5. 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 of authority, must be deposited at the principal office of the Company at Flat C, 18th Floor, Bold Win Industrial Building, 16-18 Wah Sing Street, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time of the meeting or any adjournment thereof.
6. 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 the joint holders are present at the meeting personally or by proxy, that one of the said persons whose names stands first on the register of members in respect of the relevant share shall alone be entitled to vote in respect thereof.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised in writing.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Completion and deposit of the form of proxy, however, will not preclude you from attending and voting at the annual general meeting if you so wish.

* For identification purpose only