



# WORLD HOUSEWARE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 713)

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

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_  
shares of HK\$0.10 each in the capital of the above-named company (the “Company”), **HEREBY APPOINT<sup>3</sup>** the chairman of the meeting, or  
\_\_\_\_\_ of \_\_\_\_\_  
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 Wednesday, 24 May 2006 (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.

Ordinary Resolutions		For <sup>4</sup>	Against <sup>4</sup>
1.	To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2005.		
2.	A. To re-elect Madam Fung Mei Po as director.		
	B. To re-elect Mr. Lee Chun Sing as director.		
	C. To re-elect Madam Lai Lai Wah as director.		
	D. To re-elect Mr. Cheung Tze Man, Edward as director.		
	E. To re-elect Mr. Kwong Bau To as director.		
	F. To re-elect Mr. Choi Kwok Keung, Sanvic as director.		
	G. To re-elect Madam Chan Lai Kuen, Anita as director.		
	H. To re-elect Mr. Tang King Hung as director.		
	I. To authorise the board of directors to fix the remuneration of the directors.		
3.	To re-appoint auditors and authorise the board of directors to fix their remuneration.		
4.	A. To grant a general mandate to the directors to allot shares.		
	B. To grant a general mandate to the directors to repurchase the Company's own shares.		
	C. To add the nominal amount of the shares repurchased under resolution 4B to the mandate granted to the directors under resolution 4A.		
Special Resolution			
5.	To alter the existing Articles of Association of the Company as set out in the notice of Annual General Meeting.		

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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).
- If any proxy other than those named is preferred, strike out “the chairman of the meeting, or” and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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.**
- 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.
- 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 Company's branch registrars in Hong Kong, Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the meeting or any adjournment thereof.
- 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.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you. Completion and deposit of this form of proxy, however, will not preclude you from attending and voting at the annual general meeting if you so wish.