



世界(集團)有限公司
WORLD HOUSEWARE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 713)

Form of Proxy for use at the Extraordinary General Meeting to be held on Friday, 10 June 2011

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ shares (Note 2)
of HK\$0.1 each in the share capital of the above-named Company (the "Company"), HEREBY APPOINT (Note 4) **THE CHAIRMAN OF THE MEETING** or _____
of _____
or falling him, _____
of _____ as
my/our proxy to attend the Extraordinary General Meeting (and any adjourned meeting) of the Company to be held at the Jade Room, 6th Floor, Marco Polo Hongkong Hotel, Harbour City, Kowloon, Hong Kong on Friday, 10 June 2011 at 3:15 p.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company convened at 3:00 p.m. on the same date and at the same place) for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)
To approve and adopt a share option scheme of the Company (the "Scheme", the principal terms of which are set out in the Company's circular dated 17 May 2011) and to authorize the board of directors of the Company to administer the Scheme, to grant options thereunder, to allot, issue and deal with shares of the Company pursuant to the exercise of any option granted thereunder and to take such acts as may be necessary or expedient.		

Signature(s) (Note 7): _____ Dated this _____ day of _____ 2011

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 of the Company registered in your name(s). 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. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. The proxy need not be a member of the Company but must attend the meeting in person to represent the member.
4. If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" here inserted and insert the name and address of the proxy desired in the space provided. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
6. The resolution will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he is the holder. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
8. 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 thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this meeting or the adjourned meeting.
9. In the case of joint holders, any one of such joint holders may vote at the meeting, whether in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be evoked.