



IA INTERNATIONAL HOLDINGS LIMITED

毅興科技國際控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock code: 8047)

PROXY FORM

Form of proxy for use at the annual general meeting (the “**Meeting**”) of IA International Holdings Limited (the “**Company**”) to be held at Room 1805-06, 18/F., Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong on Thursday, 10 August 2006, at 10:00 a.m.

I/We (Note 1) _____ of _____

being the registered holder(s) of (Note 2) _____

shares of HK\$0.05 each in the capital of the Company, hereby appoint (Note 3) _____

_____ or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at Room 1805-06, 18/F., Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong on Thursday, 10 August 2006, at 10:00 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated below:

	SPECIAL/ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1.	To receive and adopt the audited financial statements and the reports of the directors (the “ Directors ”) and auditors of the Company for the year ended 31 March 2006.		
2.	(i) (a) To re-elect Wan Kin Chung as an executive Director.		
	(b) To re-elect Wong Tak Shing as an executive Director.		
	(c) To re-elect Cheng Kwong Chung as an executive Director.		
	(d) To re-elect Kwok Chi Sun, Vincent as an independent non-executive Director.		
	(e) To re-elect Yeung Kam Yan as an independent non-executive Director.		
	(f) To re-elect Chan Wing Chiu as an independent non-executive Director.		
	(ii) To authorise the board of Directors to fix the remuneration of the Directors.		
3.	To re-appoint auditors of the Company and authorise the board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to issue, allot and deal with the Company’s shares (the “ Shares ”).		
5.	To grant a general mandate to the Directors to repurchase Shares.		
6.	To extend the general mandate to issue new Shares by adding the number of Shares repurchased.		
7.	To consider and approve the refreshment of the 10 per cent. limit on grant of options of the Company under the share option scheme.		
8.	To approve the change of company name.		
9.	To approve amendments to the bye-laws of the Company.		

Dated this _____ day of _____ 2006 Shareholder’s signature (Note 5) _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (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 Company registered in your name(s).
- (3) Please insert the name of the proxy desired. 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 initialled by the person(s) who signs it. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting.
- (4) Please indicate with a (✓) in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions 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.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (7) To be valid this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be deposited with the branch share registrar of the Company in Hong Kong, Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- (8) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.

* For identification purpose only