

# FAVA INTERNATIONAL HOLDINGS LIMITED

## 名家國際控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8108)

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

Form of proxy for use at the special general meeting of FAVA International Holdings Limited (the "Company") to be held at Room 1005, C.C. Wu Building, 302-8 Hennessy Road, Wanchai, Hong Kong on Friday, 26 January 2007 at 10:00 a.m.

I/We, (Note 1) \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_ shares in the capital of the Company (the "Shares"), hereby appoint (Note 3) \_\_\_\_\_

or failing him, the chairman of the Meeting as my/our proxy to attend and act for me/us and on my/our behalf at the special general meeting of the Company to be held at Room 1005, C.C. Wu Building, 302-8 Hennessy Road, Wanchai, Hong Kong on Friday, 26 January 2007 at 10:00 a.m. (the "Meeting") or at any adjournment thereof for the purpose of considering and, if thought fit, with or without modification, passing the resolutions set out in the notice convening the Meeting at the Meeting or 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 (Note 4)	AGAINST (Note 4)
1.	<p>(a) the sales &amp; purchase Agreement (the "S &amp; P Agreement") (a copy of which is produced before the meeting marked "A" and initialled by the chairman of the meeting for the purpose of identification) dated 30 November 2006 and entered into among Lang Fang Tian Feng Home Co., Ltd* (廊坊天豐家居有限公司), an indirectly wholly owned subsidiary of the Company as purchaser (the "Purchaser"), Lang Fang Huari Furniture Joint Stock Co., Ltd* (廊坊華日家具股份有限公司), and Lang Fang Tian Cheng Furniture Co., Ltd* (廊坊天誠家具有限公司) as vendors ("Vendors") pursuant to which the Purchaser has agreed to acquire certain equipment from the Vendors at a consideration of RMB75,398,100, be and is hereby approved, confirmed and ratified, and the transactions contemplated thereunder be and are hereby approved;</p> <p>(b) any one director ("Director") of the Company be and is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents under hand (and, where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and to take such steps as he or they may consider necessary, appropriate, desirable or expedient to implement or give effect to the terms of the S &amp; P Agreement, and all transactions contemplated under the S &amp; P Agreement and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith.</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Shareholder's signature (Note 5) \_\_\_\_\_

#### Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- (2) Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares 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.
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX SET OPPOSITE THAT RESOLUTION BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX SET OPPOSITE THAT RESOLUTION BELOW THE BOX MARKED "AGAINST".** If no direction is given, your proxy will be entitled to cast your vote or abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her 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 authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer, attorney or other person duly authorized to execute the same.
- (6) In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of such joint registered holders 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 to the exclusion of the votes of the other joint registered holder(s).
- (7) In order to be valid, you are requested to lodge this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof at the Company's branch share registrar, Tengis Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or the adjourned Meeting.
- (8) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting or the adjourned Meeting if you so wish. In the event that you attend the Meeting or the adjourned Meeting, this form of proxy will be deemed to be revoked.

\* For identification purpose only