

# 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 26 January 2007 at 11:00 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 26 January 2007 at 11:00 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 resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS (Note 4)	FOR (Note 5)	AGAINST (Note 5)
1	<b>THAT</b> subject to and conditional upon the listing sub-committee of The Stock Exchange of Hong Kong Limited with responsibility for the Growth Enterprise Market granting the listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined) to be resulted from the Share Subdivision (as hereinafter defined), each of the existing issued and unissued shares of HK\$0.02 each in the share capital of the Company be and is hereby subdivided into five shares of HK\$0.004 each (the "Subdivided Shares") with effect from the business day immediately following the day on which this resolution is passed (the "Share Subdivision") and the directors of the Company be authorised to issue new share certificates in respect of the Subdivided Shares to holders of existing shares of the Company pursuant to the Share Subdivision and to do all things and execute all documents as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Subdivision and any transactions contemplated thereunder.		
2(A)	To give a general mandate to the directors of the Company to issue and allot shares of the Company not exceeding 20% of the total nominal amount of the existing issued share capital.		
2(B)	To give a general mandate to the directors of the Company to repurchase the Company's own shares not exceeding 10% of the total nominal amount of the existing issued share capital.		
2(C)	To extend the general mandate granted to the directors of the Company pursuant to item 2(A) above.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Shareholder's signature (Note 6) \_\_\_\_\_

### 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 initialed by the person(s) who signs it.
- (4) The description of Resolutions 2(A), 2(B) and 2(C) are by way of summary only. The full text appears in the notice of SGM.
- (5) **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.
- (6) 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.
- (7) 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).
- (8) 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 notorially certified copy thereof at the Company's branch share registrar, Tengis Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or the adjourned Meeting.
- (9) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (10) 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