



**WANT WANT CHINA HOLDINGS LIMITED**  
**中國旺旺控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 0151)**

**Form of Proxy for the Annual General Meeting**

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of US\$0.02 each in the share capital of Want Want China Holdings Limited (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING <sup>(Note 3)</sup> or \_\_\_\_\_ 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 Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 30 April 2009 at 9:00a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of Annual General Meeting as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To consider and approve the financial statements and the reports of the directors and the auditor for the year ended 31 December 2008.		
2.	To declare a final dividend for the year ended 31 December 2008.		
3.	(a) To re-elect Mr. Liao Ching-Tsun as a director of the Company;		
	(b) To re-elect Mr. Maki Haruo as a director of the Company;		
	(c) To re-elect Mr. Tomita Mamoru as a director of the Company;		
	(d) To re-elect Dr. Pei Kerwei as a director of the Company;		
	(e) To authorise the board of directors of the Company to fix the remuneration of all the directors of the Company.		
4.	To re-appoint PricewaterhouseCoopers as the Company's auditor and authorise the board of directors of the Company to fix their remuneration for the period ending 31 December 2009.		
5.	To grant a general mandate to the directors of the Company to exercise the powers of the Company to repurchase the shares of the Company in accordance with ordinary resolution number 5 as set out in the notice of Annual General Meeting.		
6.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company in accordance with ordinary resolution number 6 as set out in the notice of Annual General Meeting.		
7.	Conditional upon ordinary resolutions number 5 and 6 being passed, to extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company in accordance with ordinary resolution number 7 as set out in the notice of Annual General Meeting.		
8.	Conditional upon special resolution number 9 being passed, to approve that the Company may send or supply corporate communications to the shareholders (in relation to whom certain conditions are met) by making such corporate communications available on the Company's own website and the website of The Stock Exchange of Hong Kong Limited in accordance with ordinary resolution number 8 as set out in the notice of Annual General Meeting.		
SPECIAL RESOLUTIONS			
9.	To approve the amendments to the articles of association of the Company in accordance with special resolution number 9 as set out in the notice of Annual General Meeting.		
10.	Conditional upon special resolution number 9 being passed, to adopt the new restated and consolidated memorandum and articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009. Signature(s) <sup>(note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy of this form of proxy relates. 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).
- If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING**" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his/her/its stead provided that if more than one proxy is so appointed, each appointment shall specify the number of shares in respect of which each such proxy is so appointed. If no name is inserted, the Chairman of the Annual General Meeting will act as your proxy. **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, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast your votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice of Annual General Meeting.
- 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Annual General Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- To be valid, this form of proxy, together with the power of attorney or other authority under which it is signed (if any) or a notarially certified copy thereof, must be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof).
- The proxy needs not be a member of the Company but must attend the Annual General Meeting in person to represent you.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if you so wish and in such event, the relevant form of proxy shall be deemed to be revoked.