



SUWA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 24 AUGUST 2004

I/We ^(note 1) _____ of _____

being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the capital of **SUWA INTERNATIONAL HOLDINGS LIMITED** (the "Company"), hereby appoint ^(note 3) _____

or failing him _____ of _____
or failing him, the Chairman of the meeting to act as my/our proxy to attend and, in the event of a poll, vote for me/us at the Annual General Meeting of the Company (or at any adjournment thereof) to be held at Unit B8, 6th Floor, Block B, Hoplite Industrial Centre, 3-5 Wang Tai Road, Kowloon Bay, Hong Kong, on Tuesday, 24 August 2004, at 10:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the meeting and at such meeting to vote for me/us and in my/our name(s) as directed below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2004		
2. (a) To re-elect Directors		
(i) Chan Sik Ming, Harry		
(ii) Lo Sun Wah		
(iii) Hiroyuki Kikuchi		
(iv) Au-Yeung Wai Hung		
(b) To fix the number of directors to twelve		
(c) To authorise the Board of Directors to fix the remuneration of the directors		
3. (a) To appoint Ernst & Young as Auditors for the ensuing year		
(b) To authorise the Board of Directors to fix the remuneration of the Auditors		
4. To empower the Directors to allot or issue shares		
SPECIAL RESOLUTION		
5. To change the name of the Company		
6. To amend the existing Bye-Laws of the Company		

Dated _____ Signature ^(note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each in the Company registered in your name(s) and to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. A proxy need not be a member of the Company, but must attend the meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST"**. Failure to complete either box will entitle your proxy to cast your vote or abstain 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.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holder of shares, if more than one of the joint holders is present at the meeting personally or by proxy then the person whose name stands first on the register of members in respect of the relevant share(s) will alone be entitled to vote in respect of the relevant joint holding.
- To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's branch registrar in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Any alterations made to this proxy form must be initialled by the person who signs it.