



VINDA INTERNATIONAL HOLDINGS LIMITED

維達國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3331)

FORM OF PROXY

I/We,⁽¹⁾ _____

of _____

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

HK\$0.10 each in the share capital of Vinda International Holdings Limited (the "Company"), hereby appoint⁽³⁾ the chairman of the meeting or _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Garden Room A-B, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 1 February 2010 at 11:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

	ORDINARY RESOLUTIONS	For ⁽⁴⁾	Against ⁽⁴⁾
1.	To grant the share options which will entitle Mr. Li Chao Wang to subscribe for 7,438,000 Shares of the Company of HK0.10 each.		

Signature⁽⁶⁾ _____ Dated this _____ day of _____ 2010

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) If any proxy other than the chairman is preferred, delete the words "the chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialed by the person(s) who signs it.
- (4) Please indicate with an "X" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolution or will abstain, at his discretion.
- (5) The full text of the resolution appears in the notice of the extraordinary general meeting of the Company dated 16 January 2010.
- (6) 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.
- (7) 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.
- (8) 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 notarially certified copy of such power or authority shall be deposited at the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.
- (9) A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.
- (10) Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) if you so wish. If you attend the meeting, the authority of your proxy will be revoked.