



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 annual general meeting of the Company to be held at Jade Room, 6/F, Marco Polo Hongkong Hotel, 3 Canton Road, Harbour City, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 23 May 2012 at 10:00 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated below:

	ORDINARY RESOLUTIONS	For ⁽⁴⁾	Again ⁽⁴⁾
1.	To receive and adopt the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2011.		
2.	To declare a final dividend for the year ended 31 December 2011.		
3(a).	(i) To re-elect Mr. LI Chao Wang as an executive director.		
	(ii) To re-elect Mr. DONG Yi Ping as a executive director.		
	(iii) To re-elect Mr. Johann Christoph MICHALSKI as a non-executive director.		
	(iv) To re-elect Mr. HUI Chin Tong, Godfrey as an independent non-executive director.		
3(b).	To authorise the board of directors to fix the remuneration of the directors.		
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors to fix their remuneration.		
5.	To give a general mandate to the directors to issue shares up to 20% ⁽⁵⁾ .		
6.	To give a general mandate to the directors to repurchase shares up to 10% ⁽⁵⁾ .		
7.	To authorise the directors to issue and allot the shares repurchased by the Company ⁽⁵⁾ .		

Signature⁽⁶⁾ _____

Dated this _____ day of _____ 2012

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 you 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 annual general meeting of the Company dated 23 April 2012.
- (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 17M 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) The chairman of the meeting will demand a poll on each of the resolutions submitted for determination at the above meeting. On a poll, every member present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her/it. The results of the poll will be published on the Company's website and that of The Stock Exchange of Hong Kong Limited on the business day following the above meeting.