



# 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,<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ share(s) of HK\$0.10 each in the share capital of Vinda International Holding Limited (the "Company"), hereby appoint <sup>(3)</sup> the chairman of the meeting of \_\_\_\_\_  
of \_\_\_\_\_  
as my/our sole and lawful agent and on my/our behalf at the annual general meeting of the Company to be held at Magnolia Room, Level II, Kowloon Shang-i-lai, 64 Mody Road, Timhar East, Kowloon, Hong Kong on Tuesday, 26 March 2015 at 12:00 noon and at an adjournment thereof on the date mentioned below to indicate below:

ORDINARY RESOLUTIONS	For <sup>(4)</sup>	Against <sup>(4)</sup>
1. To receive and adopt the audited financial statements and the report of the directors and the audit of the Company for the year ended 31 December 2014.		
2. To declare a final dividend for the year ended 31 December 2014.		
3(a). (i) To elect Mr. LI Chao Wang as an executive director.		
(ii) To elect Mr. Johann Christoph MICHALSKI as a non-executive director.		
(iii) To elect Mr. Ulf Olof Lenna SODERSTROM as a non-executive director.		
(iv) To elect Mr. KAM Robert as an independent non-executive director.		
(v) To elect Mr. WONG Kai Hin, Albert as an independent non-executive director.		
3(b). To authorize the board of directors to file the remuneration of the directors.		
4. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorize the board of directors to file the remuneration.		
5. To give a general mandate to the directors to issue shares up to 20% <sup>(5)</sup> .		
6. To give a general mandate to the directors to repurchase shares up to 10% <sup>(5)</sup> .		
7. To authorize the directors to issue and allot the shares repurchased by the Company <sup>(5)</sup> .		

Signature<sup>(6)</sup> \_\_\_\_\_ Date here \_\_\_\_\_ day of \_\_\_\_\_ 2015

**Notes:**

- (1) Full name(s) and address(es) to be entered in BLOCK CAPITALS.
- (2) Please enter the number of shares held in your name(s). If no number is entered, your proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) If an proxy has the chairman's presence, delete the word "the chairman of the meeting" and enter the name and address of the proxy to be entered in the proxy form. An alteration made to the proxy form will be void.
- (4) Please indicate in the appropriate space beside each of the resolutions above with the word "FOR" or "AGAINST" in the appropriate box.
- (5) The full text of the resolution appears in the notice of the annual general meeting of the Company dated 5 March 2015.
- (6) This form of proxy must be signed by or on behalf of the shareholder in person, in the case of a corporation, must be signed by the duly authorized officer of the company on behalf of the company.
- (7) In the case of joint holders, any one of the joint holders may execute the proxy on behalf of all the joint holders. For the purpose of the proxy, the joint holder's name and the registered address of the joint holder.
- (8) To be valid, this form of proxy must be signed by the shareholder (if any) and must be signed by the duly authorized officer of the company on behalf of the company. The proxy must be deposited at the Company's Hong Kong branch office at, Compal House, Hong Kong International Service Limited, 17M Floor, Hope Well 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 an adjournment thereof.
- (9) A proxy need not be a member of the Company but must be a duly authorized officer of the company.
- (10) The chairman of the meeting will demand a poll on each of the resolutions to be decided at the above meeting. On a poll, every member present in person or by proxy shall have one vote. The poll will be held by ballot. The result of the poll will be binding on the Company.