



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 ("Annual General Meeting") to be held at Garden Rooms, Level 2, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 7 April 2017 at 3:00 p.m. and at any adjournment thereof on the undermentioned resolutions as indicated below:

ORDINARY RESOLUTIONS		For ⁽⁴⁾	Against ⁽⁴⁾
1.	To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2016.		
2.	To declare a final dividend for the year ended 31 December 2016.		
3.	(a) To re-elect Mr. Carl Fredrik Stenson RYSTEDT as a non-executive director.		
	(b) To re-elect Ms. YU Yi Fang as an executive director.		
	(c) To re-elect Mr. Johann Christoph MICHALSKI as an executive director.		
	(d) To re-elect Mr. KAM Robert as an independent non-executive director.		
	(e) To re-elect Mr. WONG Kwai Huen, Albert as an independent non-executive director.		
	(f) 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 _____ 2017

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 or" 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 8 March 2017.
- (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 share 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.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which includes your and your proxy's name and address. Your and your proxy's Personal Data provided in this proxy form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Annual General Meeting. The supply of your and your proxy's Personal Data is on voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy's Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company's Branch Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy's Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East,
Wanchai, Hong Kong

By e-mail to: hkinfo@computershare.com.hk