



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 FOR EXTRAORDINARY GENERAL MEETING

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 an extraordinary general meeting of the Company to be held at Camomile & Magnolia Room, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 13 January 2016 at 10:00 a.m. and at any adjournment thereof on the undermentioned resolution as indicated below:

ORDINARY RESOLUTION	For ⁽⁴⁾	Against ⁽⁴⁾
(a) The sale and purchase agreement dated 28 October 2015 (as supplemented and amended by an amendment agreement dated 27 December 2015) (the "Sale and Purchase Agreement") entered into between the Company as purchaser and SCA Group Holding BV as vendor (a copy of which has been produced to the meeting and marked "A" and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;		
(b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares (as defined in the Company's circular dated 28 December 2015), the directors of the Company be and are hereby authorised to allot and issue the Consideration Shares in accordance with the terms and conditions of the Sale and Purchase Agreement;		
(c) the creation and issue of the Convertible Note (as defined in the Company's circular dated 28 December 2015) and the issue and allotment of the Conversion Shares (as defined in the Company's circular dated 28 December 2015) pursuant to the Convertible Note be and are hereby approved; and		
(d) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.		

Signature⁽⁶⁾ _____

Dated this _____ day of _____ 2016

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 the resolution 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 28 December 2015.
- (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) Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. If you attend and vote at the meeting, the authority of your proxy will be revoked.