



**VEDAN INTERNATIONAL (HOLDINGS) LIMITED**  
**味丹國際（控股）有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock code: 02317)**

**FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING  
to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road,  
Wanchai, Hong Kong on Tuesday, 21 May 2013 at 3:00 p.m.**

I/We, <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of US\$0.01 each in the capital  
of Vedan International (Holdings) Limited (the "Company"), hereby appoint <sup>(note 3)</sup> \_\_\_\_\_ of

\_\_\_\_\_ or <sup>(note 4)</sup> the  
Chairman of the Meeting as my/our proxy to attend and act for me/us at the Annual General Meeting of the Company ("Meeting") to be held at Plaza 1-2,  
Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 21 May 2013 at 3:00 p.m. and at any adjournment thereof for  
the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at such Meeting (or at any adjournment  
thereof) to vote on my/our behalf as indicated below.

Please indicate with a "✓" in the box provided how you wish the proxy to vote on your behalf <sup>(note 5)</sup>.

		FOR	AGAINST
(1)	To consider and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2012		
(2)	To consider and declare a final dividend of 0.145 US cents per Share for the year ended 31 December 2012		
(3)	To re-elect retiring Directors		
	(a) Mr. Yang, Kun-Hsiang		
	(b) Mr. Yang, Chen-Wen		
	(c) Mr. Huang, Ching-Jung		
	(d) Mr. Chou, Szu-Cheng		
	(e) Mr. Hsieh, Lung-Fa		
(4)	To re-appoint PricewaterhouseCoopers as Auditors of the Company and authorise the Directors to fix their remuneration		
(5)	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company		
(6)	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20 per cent. of the issued share capital of the Company		
(7)	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by an amount not exceeding the nominal amount of shares repurchased by the Company		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2013. Shareholder's Signature \_\_\_\_\_ <sup>(note 6)</sup>

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) and to which this form of proxy relates; if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each proxy is so appointed.
- If any proxy other than the Chairman of the Meeting is desired, you must 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 INITIALLED BY THE SHAREHOLDER WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK APPROPRIATE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or if you are a corporation, must either be executed under seal or under the hand of an officer or attorney or other person duly authorised.
- In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, must be deposited with the Company's principal place of business in Hong Kong, at Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or adjourned Meeting.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or upon the poll concerned and, in such event, this form of proxy shall be deemed to be revoked.
- In the case of joint holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of the Company in respect of the joint holding.