



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 Fanling Room, Lower Level I, Kowloon Shangri-la, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 12 September 2014 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 17 July 2014 (the "Sale and Purchase Agreement") entered into between the Company and SCA Group Holding BV in respect of the acquisition of (1) the entire issued share capital in SCA Tissue Hong Kong Limited, (2) the entire issued share capital of SCA Healthcare Management Pte. Ltd., (3) the entire equity interest of 全日美實業(福建)有限公司 (in English, for identification purpose only, Everbeauty Industry (Fujian) Co., Ltd.), and (4) the PRC Assets (as defined in the Company's circular dated 22 August 2014) for an initial purchase price of HK\$1,144,000,000 and the transactions contemplated thereunder, are hereby approved, confirmed and ratified; and		
(b) the directors of the Company are hereby authorised to do all such acts and things and execute all such documents which they 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 _____ 2014

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" 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 22 August 2014.
- (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 17th 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.