



維他奶國際集團有限公司  
VITASOY INTERNATIONAL HOLDINGS LTD.

(Incorporated in Hong Kong with limited liability)  
(Stock code: 345)

**PROXY FORM**  
**THE 2011 ANNUAL GENERAL MEETING**

I/We *(see Note 1)* \_\_\_\_\_ of \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ *(see Note 2)* Shares of HK\$0.25 each of VITASOY INTERNATIONAL HOLDINGS LIMITED hereby appoint the chairman of the Meeting *(see Note 3)* \_\_\_\_\_

of \_\_\_\_\_

or failing him \_\_\_\_\_

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 to be held at Magnolia and Camomile Rooms, Lower Level II, Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong on Thursday, 1st September, 2011 at 3:00 p.m. and at any adjournment thereof on any Resolutions as indicated below *(see Note 4)*:-

No	Resolutions	For	Against
1.	To receive and adopt the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st March, 2011		
2.	To declare a Final Dividend		
3.	A. (i) To re-elect Mr. Iain F. BRUCE as Director		
	(ii) To re-elect Ms. Yvonne Mo-ling LO as Director		
	(iii) To re-elect Mr. Valiant Kin-piu CHEUNG as Director		
	B. To fix the remuneration of the Directors		
4.	To appoint Auditors and authorise the Directors to fix their remuneration		
5.	A. To grant an unconditional mandate to the Directors to issue, allot and deal with additional shares of the Company		
	B. To grant an unconditional mandate to the Directors to repurchase shares of the Company		
	C. To add the nominal value of the shares repurchased pursuant to Resolution 5B to the nominal value of the shares available pursuant to Resolution 5A		
	D. To approve the grant of options to Mr. Winston Yau-lai LO under the Share Option Scheme		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2011

Signature: \_\_\_\_\_ *(see Note 5)*

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number(s) of shares registered in your name. 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, if any.
- To appoint your own proxy, strike out the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. The proxy need not be an existing Member of the Company.
- Please indicate with an "X" in the appropriate space beside each of the resolutions how you wish your proxy to vote. In the absence of any such indication, you will be deemed to have authorised your proxy to vote or to abstain from voting at his discretion.
- 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 or other person duly authorised.
- To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited with the Company Secretary at No. 1 Kin Wong Street, Tuen Mun, New Territories, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned Meeting.