Value Partners
Investing through discipline

VALUE PARTNERS GROUP LIMITED
惠 理 集 團 有 限 公 司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 806)

PROXY FORM
Annual General Meeting to be held on 4 May 2011

I/We ____

of ____ being a shareholder of

Value Partners Group Limited (the "Company") hereby appoint *(Note 1)* ____________________

of ____

or failing him the duly appointed Chairman of the Annual General Meeting as my/our proxy to attend, act and vote on my/our behalf at the Annual General Meeting of the shareholders of the Company to be held on Wednesday, 4 May 2011 at 2:30 p.m. at The Executive Centre, Level 5, Two Exchange Square, 8 Connaught Place, Central, Hong Kong and at any adjournment thereof and, in particular, to vote in respect of the undermentioned resolutions as indicated:

			Resolutions	FOR *(Note 2)*	AGAINST *(Note 2)*
1.	To receive and consider the audited financial statements and the reports of the directors and the auditor for the year ended 31 December 2010				
2.	To declare a final dividend for the year ended 31 December 2010				
3.	(A)	i.	To re-elect Mr. CHEAH Cheng Hye as an executive director		
		ii.	To re-elect Mr. CHAN Sheung Lai as an executive director		
		iii.	To re-elect Mr. Michael Francis COOREY as an executive director		
		iv.	To re-elect Ms. HUNG Yeuk Yan Renee as an executive director		
		v.	To re-elect Dr. CHEN Shih-Ta Michael as an independent non-executive director		
	(B)	To fix the directors' remuneration			
4.	To re-appoint auditor and to authorise the board of directors to fix its remuneration				
5.	(A)	To approve the general mandate to allot and issue additional shares of the Company			
	(B)	To approve the general mandate repurchase issued shares of the Company			
	(C)	To approve the general mandate to allot and issue the shares repurchased by the Company			

As witness my/our hand this ____________ day of ____________ 2011

Signature(s) *(Note 4)* ____________________

shareholder(s) of the Company

Notes:

1. A proxy need not be a shareholder of the Company. A shareholder is entitled to appoint a proxy of his own choice to attend and vote instead of him. If such an appointment is made, delete the words "or failing him the duly appointed Chairman of the Annual General Meeting" and insert the name and address of the person appointed as proxy in the space provided. If no name is inserted, the Chairman of the Annual General Meeting will act as your proxy.
2. Please indicate with a "✓" 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 resolutions or will abstain at his discretion at the meeting.
3. In the case of joint holders of a share in the Company, 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 in respect of the joint holding.
4. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
5. To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting as the case may be or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll. In the event that you attend the meeting after having lodged this proxy form, this proxy form will be deemed to have been revoked.