

VBG INTERNATIONAL HOLDINGS LIMITED

建泉國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8365)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.01 each in the capital of VBG International Holdings Limited (the “Company”) hereby appoint the Chairman of the Meeting or ^(Note 3) _____
of _____
as my/our proxy, to act for me/us and on my/our behalf at the extraordinary general meeting (the “Meeting”) of the Company to be held at 18/F., Prosperity Tower, 39 Queen’s Road Central, Hong Kong on Friday, 13 April 2018 at 10:30 a.m., and at any adjournment thereof and in particular (but without limitation) to attend the Meeting and to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the Meeting as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve VBG Properties Limited (now known as VBG Overseas Holdings Limited) (an indirect wholly-owned subsidiary of the Company) entering into the SP Agreement (as defined in the circular of the Company dated 21 March 2018) and the performance of all the transactions contemplated under the SP Agreement and to authorize the board of directors to take all such steps and actions in connection therewith**.		

Dated this _____ day of _____ 2018 Signature ^(Note 5) _____

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) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name(s).
 3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
 4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“/”) IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“/”) IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick (“/”) either box of a resolution will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion or to abstain from voting on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
 5. 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 executed under its common seal or under the hand of an officer or attorney duly authorised.
 6. In order to be valid, the completed form of proxy must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
 7. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint registered holders.
 8. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or (if he is a holder of two or more shares) more than one proxies to attend and vote instead of him. A proxy need not be a member of the Company.
 9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- ** Full text of the resolution is set out in the notice of the Meeting which is contained in the circular of the Company dated 21 March 2018 and despatched to the Shareholders of the Company together with this form of proxy.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited (the address stated in note 6 above).

* for identification purpose only