



**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 EXTRAORDINARY GENERAL MEETING  
to be held at Kellett Room III, 3/F, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong  
on Monday, 15 December 2014 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 (“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 extraordinary general meeting of the Company (“Meeting”) to be  
held at Kellett Room III, 3/F, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Monday, 15 December 2014 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 approve the agreement dated 7 November 2014 entered into between Vedan Enterprise Corporation (“Taiwan Vedan”) and the Company (“Taiwan Sales Agreement”), pursuant to which the Company agreed to sell or procure its subsidiaries to sell and Taiwan Vedan agreed to purchase and/or procure its subsidiaries to purchase certain glutamic acid, monosodium glutamate, fertiliser and feed products and cassava starch-based industrial products manufactured by the Company and its subsidiaries from time to time for use by Taiwan Vedan and its subsidiaries in Taiwan for a term commencing from 1 January 2015 to 31 December 2017		
(2)	To consider and approve the proposed annual caps in respect of Taiwan Sales Agreement for the three financial years ended 31 December 2015, 31 December 2016 and 31 December 2017		
(3)	To authorise the directors of the Company to, for and on behalf of the Company, do all such acts and things, sign and execute all such documents, deeds, instruments and agreements and take such steps as they may consider necessary, appropriate, desirable or expedient for the purpose of, in connection with or incidental to the matters contemplated under the Taiwan Sales Agreement		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2014. 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 INITIALED 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 54, Hopewell Centre, 183 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.