



# Vision Grande Group Holdings Limited

## 偉誠集團控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

### PROXY FORM

**Form of proxy for use by shareholders at the extraordinary general meeting to be convened and held at Office 1, 15th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Monday, 17 January, 2005 at 10:00 a.m.**

I/We (note a) \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being the holder(s) of \_\_\_\_\_ (note b)

shares of HK\$0.01 each of Vision Grande Group Holdings Limited (the “Company”) hereby appoint the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy (note c) at the extraordinary general meeting of the Company to be held at Office 1, 15th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Monday, 17 January, 2005 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

	FOR	AGAINST
1. To approve the subscription and option agreement and the transaction contemplated thereby including the allotment and issue of up to 176,000,000 new shares (subject to adjustment due to changes (if any) in the capital structure of the Company) in the capital of the Company to AMB Packaging Pte Limited		
2. To approve the Whitewash Waiver		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2005

Shareholder's signature \_\_\_\_\_ (notes e, f, g and h)

*Notes:*

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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 capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“√”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“√”) the boxes marked “Against”. If this form is returned duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- 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 must be deposited at the offices of the Company's branch registrar in Hong Kong, Tricor Investor Services Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.

\* For identification purpose only