

**VinaLand Limited (the “Company”)**

**Annual General Meeting Proxy Form**

For use at the Annual General Meeting of the Company to be held at 11.45 a.m. local time on 28 November 2013 at Constaffelsaal at Haus zum Rueden, Limmatquai 42, 8001 Zurich, Switzerland.

Before completing this form, please read the explanatory notes overleaf.

I /We.....being a member of the Company appoint the Chairman of the meeting, or (see note 1)

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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on at 11.45 a.m. local time on 28 November 2013 at Constaffelsaal at Haus zum Rueden, Limmatquai 42, 8001 Zurich, Switzerland and at any adjournment of the meeting.

Number of shares for which my/ our proxy is authorised (see note 1):

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I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

<b>RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Vote withheld</b>
With Resolutions 1 to 4 being ordinary resolutions and Resolution 5 being a special resolution.			
1. To receive and adopt the Financial Statements for the year ended 30 June 2013, with the Reports of the Directors and Auditors thereon.			
2. To re-elect Mr Nicholas Brooke as a Director of the Company.			
3. To re-elect Mr Nicholas Allen as a Director of the Company.			
4. THAT the aggregate cap on the total remuneration paid to the Directors as a group in respect of any 12-month period (as referenced in Article 124 of the Company’s Articles of Association) be and is hereby increased to USD300,000.			
5. THAT Article 56 of the Company’s Articles of Association be and is hereby amended by the deletion of the words “twenty five per cent.” and their replacement with the words “fifteen per cent.”			
<b>Signature</b>	<b>Date</b>		

## Notes to the Proxy Form:

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him or her. If the proxy is being appointed in relation to less than your full voting entitlement, please indicate the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement. A proxy need not be a member of the Company but must attend the meeting to represent you
2. Completion and return of the Form of Proxy will not preclude shareholders from attending or voting at the meeting, if they so wish.
3. To be valid, the Form of Proxy, together with the power of attorney or other authority, if any, under which it is executed (or a notorially certified copy of such power of attorney) must be deposited with:

### **By Post**

HSBC Institutional Trust Services (Asia) Limited  
17/F, Tower 2 & 3, HSBC Centre  
1 Sham Mong Road  
Kowloon  
Hong Kong

Attn: Transfer Agency

Or

### **by Fax**

+ (852) 3409 2690

Attn: Transfer Agency

by no later than **6 p.m. (Hong Kong time) on 26 November 2013.**

4. A holder of ordinary shares (or the beneficial title thereto) must first have his or her name entered on the Register (or where ordinary shares are held in Euroclear or Clearstream otherwise be beneficially entitled to such ordinary shares by) **not later than 10 a.m. (UK time) on 26 November 2013.** Changes to entries in that Register after that time shall be disregarded in determining the rights of any holders to attend and vote at such meeting (or to provide voting instructions to the relevant Euroclear or Clearstream nominee).
5. Shareholders who wish to attend the AGM in person should follow normal Euroclear and/or Clearstream procedures.