



# GR VIETNAM HOLDINGS LIMITED

越南控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

## Form of Proxy for use at the Annual General Meeting to be held on Tuesday, 25 August 2009

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (Note 2) of HK\$0.01  
each in the share capital of the above-named Company (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note 3)  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Falcon Room I, Luk Kwok Hotel, 72  
Gloucester Road, Wanchai, Hong Kong on Tuesday, 25 August 2009 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions  
as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in  
respect of the resolutions as indicated below.

Ordinary Resolutions	For (Notes 4&5)	Against (Notes 4&5)
1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2009.		
2. To re-elect Mr Wong Yat Fai as an executive director of the Company.		
3. To re-elect Mr Li Chi Ming as an independent non-executive director of the Company.		
4. To fix the maximum number of directors at 15.		
5. To authorize the board of directors to appoint additional directors not exceeding the maximum number determined.		
6. To authorize the board of directors to fix directors' remuneration.		
7. To re-appoint Messrs Ernst & Young as auditors and to authorize the board of directors to fix auditors' remuneration.		
8. To give a general mandate to the directors to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
9. To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
10. To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.		
11. To refresh the existing scheme mandate limit under the existing share option scheme of the Company up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolutions.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009. Signature (Note 6): \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any 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 proxy need not be a member of the Company. If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **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 INITIALLED BY THE PERSON WHO SIGNS IT.**
- All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorized representative, shall have one vote for every fully paid share of which he is the holder.
- IMPORTANT: If you wish to vote for the resolutions, tick the appropriate boxes marked "For". If you wish to vote against the resolutions, tick the appropriate boxes marked "Against". If you are entitled to more than one vote, you need not use all your votes or cast all the votes you use in the same way and in such case, please state the relevant number of shares in the relevant boxes. Failure to tick or complete any box in respect of a resolution will entitle your proxy to cast his vote in respect of that resolution at his discretion or to abstain. Your proxy will also be entitled to vote at his discretion or to abstain 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 authorized 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 or other person duly authorized.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.

\* For identification purposes only