

Vision Fame International Holding Limited

允升國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1315)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 2 FEBRUARY 2016 (OR ANY ADJOURNMENT THEREOF)

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ ordinary shares (the "Shares")
of HK\$0.01 each in the capital of Vision Fame International Holding Limited (the "Company") HEREBY APPOINT THE CHAIRMAN
OF THE MEETING (Note 3), or _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at 2/F, Alliance Building, 130-136 Connaught Road Central, Hong Kong on Tuesday, 2 February 2016 at 10:30 a.m. (or at any adjournment thereof) (the "Meeting") to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

Capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 15 January 2016 (the "Circular") unless context requires otherwise.

ORDINARY RESOLUTIONS (Note 10)		FOR (Note 4)	AGAINST (Note 4)
1.	Subject to resolutions numbered 2 and 3 and such number of agreements contemplated under resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Dai Subscription Agreement and all transactions contemplated thereunder, to approve the allotment and issue of 120,000,000 new Shares to Mr. Dai pursuant to the Dai Subscription Agreement and to authorise any one Director to do all things necessary to give effect thereto.		
2.	Conditional on resolution numbered 1 having been approved, and subject to resolution numbered 3 and such number of agreements contemplated under resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the MS Subscription Agreement and all transactions contemplated thereunder, to approve the allotment and issue of 90,000,000 new Shares to Mega Start pursuant to the MS Subscription Agreement and to authorise any one Director to do all things necessary to give effect thereto.		
3.	Conditional on resolutions numbered 1 and 2 having been approved, and subject to such number of agreements contemplated under resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the MS CB Agreement and all transactions contemplated thereunder, and to approve the issue of the Convertible Bond to Mega Start, the terms and conditions of the Convertible Bond and the allotment and issue of Conversion Shares to the holder of the Convertible Bond and to authorise any one Director to do all things necessary to give effect thereto.		
4.	Conditional on resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor A and all transactions contemplated thereunder, to approve the allotment and issue of 110,000,000 new Shares to Investor A pursuant to the Investor Subscription Agreement with Investor A and to authorise any one Director to do all things necessary to give effect thereto.		
5.	Conditional on resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor B and all transactions contemplated thereunder, to approve the allotment and issue of 108,000,000 new Shares to Investor B pursuant to the Investor Subscription Agreement with Investor B and to authorise any one Director to do all things necessary to give effect thereto.		
6.	Conditional on resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor C and all transactions contemplated thereunder, to approve the allotment and issue of 96,000,000 new Shares to Investor C pursuant to the Investor Subscription Agreement with Investor C and to authorise any one Director to do all things necessary to give effect thereto.		

ORDINARY RESOLUTIONS (Note 10)		FOR (Note 4)	AGAINST (Note 4)
7.	Conditional on resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor D and all transactions contemplated thereunder, to approve the allotment and issue of 95,000,000 new Shares to Investor D pursuant to the Investor Subscription Agreement with Investor D and to authorise any one Director to do all things necessary to give effect thereto.		
8.	Conditional on resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor E and all transactions contemplated thereunder, to approve the allotment and issue of 85,000,000 new Shares to Investor E pursuant to the Investor Subscription Agreement with Investor E and to authorise any one Director to do all things necessary to give effect thereto.		
9.	Conditional on resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor F and all transactions contemplated thereunder, to approve the allotment and issue of 72,000,000 new Shares to Investor F pursuant to the Investor Subscription Agreement with Investor F and to authorise any one Director to do all things necessary to give effect thereto.		
10.	Conditional on resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor G and all transactions contemplated thereunder, to approve the allotment and issue of 67,000,000 new Shares to Investor G pursuant to the Investor Subscription Agreement with Investor G and to authorise any one Director to do all things necessary to give effect thereto.		
11.	Conditional on resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor H and all transactions contemplated thereunder, to approve the allotment and issue of 57,000,000 new Shares to Investor H pursuant to the Investor Subscription Agreement with Investor H and to authorise any one Director to do all things necessary to give effect thereto.		

Shareholder's Signature (Note 5) _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. 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.
- Any member of the Company entitled to attend and vote at the Meeting shall be 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 at the Meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting at which the person named in the instrument proposes to vote.
- Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
- Where there are joint holders of any Share, any one of such joint holder may vote either in person or by proxy in respect of such Share as if he/she 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 members of the Company in respect of the joint holding.
- The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.
- The notice convening the Meeting is set out in the Circular.