



**VARITRONIX**

# **VARITRONIX INTERNATIONAL LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock Code: 710)

## **FORM OF PROXY**

**Proxy form for use at the annual general meeting to be held on Wednesday, 3 June 2015 at 10:00 a.m. and at any adjournment thereof**

I/We<sup>(note 1)</sup>, \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares<sup>(note 2)</sup> of HK\$0.25 each in the capital of **VARITRONIX INTERNATIONAL LIMITED** (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**

or<sup>(note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend at the annual general meeting of the Company to be held at Units A – F, 35/F., Legend Tower, No. 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 3 June 2015 at 10:00 a.m. and at any adjournment thereof, and to vote for me/us as indicated below<sup>(note 4)</sup>.

	<b>Ordinary Resolutions</b>	<b>For<sup>(note 4)</sup></b>	<b>Against<sup>(note 4)</sup></b>
1.	To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditors for the year ended 31 December 2014.		
2.	To declare a final dividend for the year ended 31 December 2014.		
3.	(a) To re-elect Mr. Ko Chun Shun, Johnson as a director.		
	(b) To re-elect Ms. Ko Wing Yan, Samantha as a director.		
	(c) To authorize the remuneration committee to fix the remuneration of directors.		
4.	To re-elect Mr. Hou Ziqiang (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company and to authorise the remuneration committee to fix his remuneration.		
5.	To re-appoint auditors and authorize the board of directors to fix their remuneration.		
6.	To grant a general mandate to repurchase shares of the Company.		
7.	To grant a general mandate to issue new shares of the Company.		
8.	To extend the general mandate to issue new shares of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Shareholder's signature<sup>(note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. 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 PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his vote on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorized in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this proxy form, together with the power of attorney, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.