



VESTATE GROUP HOLDINGS LIMITED

國投集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1386)

FORM OF PROXY

I/We, ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ ordinary shares
of HK\$0.10 each in the capital of Vestate Group Holdings Limited (the “Company”), HEREBY APPOINT ⁽³⁾ the chairman of the
meeting or _____
of _____
as my/our proxy to attend for me/us at the annual general meeting or any adjournment thereof (as the case may be) of the Company
to be held at Room 637, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon,
Hong Kong, on Wednesday, 26 September 2018 at 2:30 p.m. or at any adjournment thereof (as the case may be) to vote on my/our
behalf in respect of the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks
fit.

ORDINARY RESOLUTIONS ⁽¹⁰⁾		For ⁽⁴⁾	Against ⁽⁴⁾
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2018.		
2.(a)	(i) To re-elect Mr. KANG Jianming as an executive director of the Company.		
	(ii) To re-elect Mr. YIN Wansun as an executive director of the Company.		
	(iii) To re-elect Ms. ZHAO Hong as an independent non-executive director of the Company.		
2.(b)	To authorize the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint BDO Limited as auditor of the Company and authorize the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to issue shares up to 20%.		
5.	To grant a general mandate to the directors of the Company to repurchase shares up to 10%.		
6.	To extend the share issue mandate given to the directors of the Company.		

Signature⁽⁵⁾: _____ Dated this _____ day of _____ 2018

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) to which this form of proxy relates. 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).
3. If any proxy other than the chairman of the meeting is preferred, please delete the words “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 initialed by the person(s) who sign(s) it.
4. Please indicate with an “√” in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolution or will abstain, at his discretion.
5. 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 under its common seal or under the hand of an officer or attorney duly authorized.
6. 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 the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. 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 Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 2:30 p.m. on Monday, 24 September 2018 (Hong Kong time), being 48 hours before the time appointed for the holding the above meeting or any adjournment meeting thereof.
8. A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.
9. The chairman of the meeting will demand a poll on each of the resolutions submitted for determination at the above meeting. On a poll, every member present in person or by a duly authorized corporate representative or by proxy shall have one vote for every share held by him/her.
10. The description of the resolutions is by way of summary only. Please refer to the notice of annual general meeting dated 13 July 2018 for the full text of the resolutions.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at the above address.