



V.S. INTERNATIONAL GROUP LIMITED

威鉞國際集團有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 1002)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be convened at 3rd Floor, Star City Hotel, No. 88, Jingshan Road, Jida, Zhuhai, Guangdong Province, the People's Republic of China on Friday, 15 December 2006 at 12:00 noon (or any adjournment thereof)

I/We (note a) _____ of _____ being the registered holder(s) of (note b) _____ shares of HK\$0.05 each in the capital of V.S. International Group Limited ("Company") hereby appoint the Chairman of the extraordinary general meeting ("Meeting") of the Company (note c) or _____ of _____ to act as my/our proxy at the Meeting to be held at 3rd Floor, Star City Hotel, No. 88, Jingshan Road, Jida, Zhuhai, Guangdong Province, the People's Republic of China on Friday, 15 December 2006 at 12:00 noon or at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote(s) to be cast. (note d).

| ORDINARY RESOLUTION | FOR | AGAINST |
|---|-----|---------|
| To approve: (a) the lease agreement dated 14 November 2006 and entered into between V.S. Technology Industry Park (Zhuhai) Co., Ltd. as tenant and V.S. (Zhuhai) Management Co., Ltd. ("VS Management") as landlord and the transactions contemplated thereby; (b) the lease agreement dated 14 November 2006 and entered into between VSA Electronics Technology (Zhuhai) Co., Ltd. as tenant and VS Management as landlord and the transactions contemplated thereby; (c) the lease agreement dated 14 November 2006 and entered into between V.S. Industry (Zhuhai) Co., Ltd. as tenant and VS Management as landlord and the transactions contemplated thereby; and (d) the aggregated expected annual capped amounts for the two financial years ending 31 July 2009. | | |

Signature: _____ (notes e, f, g and h) Date: _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK LETTERS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the extraordinary general meeting of the Company or" and insert the name and address of the person appointed as your proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✗") the box marked "Against". If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution.
- In the case of joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- 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 offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712 - 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.