VINALAND LIMITED

EXTRAORDINARY GENERAL MEETING

FORM OF PROXY

I/We

_____

(block capitals please)

Of

_____

being (a) holder(s) of Ordinary Shares in the above-named Company hereby appoint the Chairman of the Meeting, or (see Note 2)

_____

as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 11 a.m. on 10 December 2010 (Hong Kong time) at the offices of Pacific Alliance Group, 6th Fl., St. John Building, 33 Garden Road, Hong Kong SAR and at any adjournment thereof and thereat to vote as indicated below.

Number of Shares held:

Form of Shareholding: Euroclear / Clearstream / Book Register
(*circle as appropriate)

Dated: 2010

Signature(s).....

Completed proxies must be returned to the Fund's Administrator by mail or by facsimile no later than 6.00 pm (Hong Kong Time) on Tuesday, 7 December 2010, as follows:

By Mail: **HSBC Institutional Trust Services (Asia) Limited**
17/F Tower 2 & 3, HSBC Centre
1 Sham Mong Road
Kowloon
Hong Kong

Attn: Investor Services – AFS

By Facsimile: **+852 3409 2690**
Attention: Investor Services – AFS

Please indicate with an **X** in the spaces below how you wish your vote to be cast.

		FOR	AGAINST	VOTE WITHHELD
1.	Special Resolution to amend the Company's Articles of Association in relation to the redemption and repurchase of shares (General provisions).			
2.	Special Resolution to amend the Company's Articles of Association in relation to the redemption and repurchase of shares (Tender offers).			
3.	Special Resolution to amend the Company's Articles of Association in relation to the establishment of Share Purchase Subsidiaries.			
4.	Special Resolution to amend the Company's Articles of Association in relation to the request of certain information from shareholders.			
5.	Special Resolution to amend the Company's Articles of Association to increase the cap on the directors' remuneration to $250,000.			
6.	Special Resolution to change the name of the Company to VinaCapital Vietnam Land Limited.			

Notes

1. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.

2. *If any other proxy is preferred, delete the words "the Chairman of the Meeting or," insert the name of the proxy you wish to appoint and initial the alteration. A proxy need not be a member of the Company.*

3. *In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.*

4. *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 and for this purpose seniority shall be determined by the order in which the names stand in the register of members.*

5. *If this form of proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting.*

6. *To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of such power of attorney) must be deposited with*

   HSBC Institutional Trust Services (Asia) Limited
   17/F Tower 2 & 3, HSBC Centre
   1 Sham Mong Road
   Kowloon
   Hong Kong
   Attn: Investor Services – AFS

   By no later than 6.00 pm (Hong Kong Time) on Tuesday, 7 December 2010.

   The Company will also accept faxed copies of completed proxies sent to

   +852 3409 2690
   Attn: Investor Services – AFS

   provided that such proxies are received by no later than 6.00 pm (Hong Kong Time) on Tuesday, 7 December 2010.

7. *Any alterations made in this form of proxy should be initialled.*

8. *Appointment of a proxy will not preclude a member from attending and voting in person should he subsequently decide to do so.*