

VISTAR HOLDINGS LIMITED

熒德控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8535)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

This form of proxy is for use by shareholders of Vistar Holdings Limited (the "Company") at the annual general meeting of the Company (the "AGM") to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 26 August 2019 at 11:00 a.m. or at any adjournment thereof.

I/We ^(Note 1) _____ of _____ being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each in the share capital of the Company hereby appoint _____ of _____ or failing him/her, the chairman of the AGM ^(Note 3) as my/our proxy to attend and vote for me/us on my/our behalf at the AGM as directed below or, if no such direction is given, as my/our proxy shall think fit and in respect of any other business that may properly come before the AGM and/or at any adjournment thereof:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements, the reports of the directors of the Company (the "Directors") and the independent auditor's report of the Company for the year ended 31 March 2019;		
2.	(a) (i) To re-elect Mr. Yung Chung Hing as an Independent Non-executive Director;		
	(ii) To re-elect Mr. Lam Chung Wai as an Independent Non-executive Director;		
	(b) To authorise the board of directors of the Company (the "Board") to fix the remuneration of the Directors;		
3.	To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration;		
4.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing this resolution (the "Issue Mandate") [*] ;		
5.	To grant a general and unconditional mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing this resolution (the "Repurchase Mandate") [*] ;		
6.	Conditional upon resolutions nos. 4 and 5 being passed, to extend the Issue Mandate by addition to the number of shares of the Company repurchased by the Company pursuant to the Repurchase Mandate. [*]		

Dated this _____ day of _____ 2019

Signature of Shareholder(s) ^(Note 5): _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK LETTERS** as shown in the register of members of the Company. The names of all joint holders should be stated.
- Please insert the number of share(s) 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 in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the AGM is preferred, please delete the words "or failing him/her, the chairman of the AGM" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the AGM will act as your proxy. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A "✗" IN THE RELEVANT BOX MARKED "AGAINST". Failure to tick either box of a resolution will entitle your proxy to vote for or against the resolution or to abstain from voting on the resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than the resolutions referred to in the notice of AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.
- A form of proxy for the AGM is enclosed with the circular of the Company dated 28 June 2019 and published on the GEM website at www.hkgem.com and the Company's website at www.vistarholdings.com. In order to be valid, the form of proxy together with 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 deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from Thursday, 11 July 2019), not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- ^{*} The description of the resolutions is by way of summary only. Full text of the resolutions is set out in the notice of AGM which is contained in the circular of the Company dated 28 June 2019 and despatched to the shareholders of the Company together with this form of proxy.

This form of proxy is made in English and Chinese. In case of inconsistency, the English version shall prevail.

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 AGM (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/Tricor Investor Services Limited at the above address.