

VERTU CAPITAL LIMITED
Company No. 291725
(a Cayman Islands exempted Company)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that that the 2016 annual general meeting (**Meeting**) of the members of Vertu Capital Limited (Company No. 291725) (the **Company**) will be held at Suite A-02-02 Empire Office Tower, Jalan SS16/1, 47500, Subang Jaya, Selangor, Malaysia on 23 May 2016 at 6.00pm (Malaysia time) for the following purposes:

AGENDA

- A. To appoint a Chairman of the Meeting;
- B. To confirm notice;
- C. To appoint Crowe Clark Whitehill LLP as the auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the directors to fix their remuneration;
- D. To re-appoint Shunita Maghji as a director of the Company, who is retiring by rotation and seeking re-election;
- E. To re-appoint Du Kiat Wai as a director of the Company, who is retiring by rotation and seeking re-election;
- F. To appoint Simon Retter as a director of the Company;
- G. To deliberate on the proposed acquisition as announced on 19 April 2016;
- H. To pass the following resolutions:

RESOLUTIONS

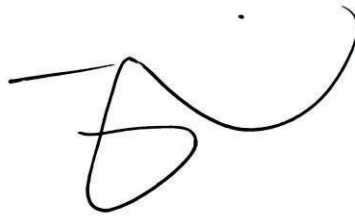
- 1. To approve as an ordinary resolution the appointment of Crowe Clark Whitehill LLP as the auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company at a remuneration to be determined by the directors;
- 2. To approve as an ordinary resolution for the re-appointment of Shunita Maghji as a director of the Company;
- 3. To approve as an ordinary resolution for the re-appointment of Du Kiat Wai as a director of the Company;
- 4. To approve as an ordinary resolution for the appointment of Simon Retter as a director of the Company;
- 5. To approve as a special resolution for shareholder approval for the proposed acquisition of the entire issued share capital of VCB Malaysia Berhad, a company

incorporated in Malaysia for consideration of £350,000 payable in cash upon clearing of all acquisition conditions, inter alia, on satisfactory due diligence, execution of the transaction and subsequent re-admission of the Company to trading on the Main Market of the London Stock Exchange on completion.

6. To transact any other business that may be transacted at the Meeting.

By Order of the Board

Dated: 29 April 2016

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke extending to the right.

Director
William Du

Notes to the Notice of Annual General Meeting:

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you must specify the proportion of shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100 per cent of the shareholding of his appointer and the proxy whose name appears second shall be deemed to be appointed in the alternate.
4. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
6. To appoint a proxy using the proxy form, the form must be:
 - (a) completed and signed;
 - (b) received by the Company at Suite A-02-02 Empire Office Tower, Jalan SS16/1, 47500, Subang Jaya, Selangor, Malaysia no later than 12.00noon (Malaysia time) on 18 May 2016, being three (3) business days prior to the time for the holding of the Meeting.
7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. A duly certified copy of any power of attorney or any other authority under which the proxy form is signed must be included together with the proxy form and received by the Company.

Changing Proxy Instructions

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
10. Where you have appointed a proxy and would like to change the instructions, please contact Mr William Du at (email) dkw@vertucapital.co.uk.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

12. In order to revoke a proxy instruction you will need to inform the Company by sending a signed notice to the Board of Directors, Vertu Capital Limited, Suite A-02-02 Empire Office Tower, Jalan SS16/1, 47500, Subang Jaya, Selangor, Malaysia clearly stating your intention to revoke your proxy appointment. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. A duly certified copy of any power of attorney or any other authority under which the revocation notice is signed must be included with the revocation notice to the Company.
13. The revocation notice must be received by the Company no later than 12.00 noon on 18 May 2016, being three (3) business days prior to the time for the holding of the Meeting.
14. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
15. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Communication

16. Except as provided above, members who have general queries about the Meeting should contact Mr William Du at dkw@vertucapital.co.uk (no other methods of communication will be accepted).

VERTU CAPITAL LIMITED
Company No. 291725
(a Cayman Islands exempted Company)

ANNUAL GENERAL MEETING – PROXY FORM

[Name and address of member]

I/We being a member of Vertu Capital Limited, Company No. 291725 (the **Company**) HEREBY APPOINT the Chairman of the meeting failing whom the person whose name(s) and particulars are set out in Part I below as my/our proxy (proxies) to vote for me/us at the 2015 annual general meeting of members of the Company (the **Meeting**) to be held at Suite A-02-02 Empire Office Tower, Jalan SS16/1, 47500, Subang Jaya, Selangor, Malaysia at 6.00pm (Malaysia time) on 23 May 2016, and at any adjournment thereof:

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I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

If more than one proxy has been appointed and each proxy is to vote differently, then also specify the name of the proxy in the box to be voted for or against respectively.

II

No.	Ordinary Resolutions	For	Against
1.	Resolution 1: To approve as an ordinary resolution the appointment of Crowe Clark Whitehill LLP as the auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company at a remuneration to be determined by the directors.		
2.	Resolution 2: To approve as an ordinary resolution for the re-appointment of Shunita Maghji as a director of the Company.		
3.	Resolution 3: To approve as an ordinary resolution for the re-appointment of Du Kiat Wai as a director of the Company.		

II	No.	Ordinary Resolutions	<i>For</i>	<i>Against</i>
	4.	Resolution 4: To approve as an ordinary resolution for the appointment of Simon Retter as a director of the Company.		

III	No.	Special Resolutions	<i>For</i>	<i>Against</i>
	1.	To approve the proposed acquisition of the entire issued share capital of VCB Malaysia Berhad, a company incorporated in Malaysia for consideration of £350,000 payable in cash upon clearing of all acquisition conditions, inter alia, on satisfactory due diligence, execution of the transaction and subsequent re-admission of the Company to trading on the Main Market of the London Stock Exchange on completion.		

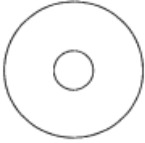
Date: _____ 2016

Signature of member

[Name of individual member]

OR

[Name of company member]

_____ Signature of Director	_____ Signature of Director/Secretary	 Common Seal
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IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes to Proxy Form:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the annual general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint as your proxy a person other than the Chairman of the Meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. If you wish you proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you must specify the proportion of shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100 per cent of the shareholding of his appointer and the proxy whose name appears second shall be deemed to be appointed in the alternate.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. To appoint a proxy using the proxy form, the form must be:
 - (a) completed and signed;
 - (b) received by the Company at Suite A-02-02 Empire Office Tower, Jalan SS16/1, 47500, Subang Jaya, Selangor, Malaysia no later than 12.00noon (Malaysia time) on 18 May 2016, being three (3) business days prior to the time for the holding of the Meeting.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. A duly certified copy of any power of attorney or any other authority under which the proxy form is signed must be included together with the proxy form and received by the Company.

9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of Meeting.
11. The Company is entitled to reject any proxy form which is incomplete, improperly completed or illegible or where the true intentions of the member are not ascertainable from the instructions specified thereon.