



VALUE CONVERGENCE HOLDINGS LIMITED
滙 盈 控 股 有 限 公 司

(incorporated in Hong Kong with limited liability under the Companies Ordinance)

Website: <http://www.valueconvergence.com>

(Stock Code: 8101)

Proxy Form for Annual General Meeting on 13th April, 2005

Form of proxy for use at the Annual General Meeting (“AGM”) of Value Convergence Holdings Limited (the “Company”) to be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Wednesday, 13th April, 2005 at 3:00 p.m..

I/We,¹ _____

of _____

being the registered holder(s) of² _____ shares of HK\$0.10 each in the capital of the Company,

hereby appoint³ _____

of _____

or the Chairman of the AGM as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the AGM of the Company to be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Wednesday, 13th April, 2005, at 3:00 p.m. and at any adjournment thereof on the resolutions set out in the Notice of AGM as indicated below:

Resolutions	For⁴	Against⁴
1. To consider and receive the audited financial statements and the reports of the directors and auditors for the year ended 31st December, 2004		
2. (I) To re-elect the following retiring directors of the Company		
Dr. Lee Jun Sing (as executive director)		
Attorney Lorna Patajo-Kapunan (as independent non-executive director)		
Mr. Sham Sui Leung, Daniel (as independent non-executive director)		
Dr. Tyen Kanhee, Anthony (as independent non-executive director)		
(II) To authorised the board to fix the directors' remuneration		
3. To appoint new auditors and to authorised the board to fix their remuneration		
4. To give a general mandate to the directors to issue securities of the Company		
5. To give a general mandate to the directors to repurchase shares of the Company		
6. To extend the general mandate granted to the directors to issue securities by the nominal amount of shares repurchased		
7. To amend articles of association of the Company		

Date this _____ day of _____ 2005

Signature⁵: _____

Proxy's specimen signature: _____

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). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) Please insert the name of the proxy/proxies desired. 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(s) who sign(s) it.
- (4) Please indicate with an “X” in the appropriate space beside the resolution 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 authorised 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 authorised.
- (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 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 of authority shall be deposited with the Company's registered office at 28th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (8) A proxy need not be a member of the Company but must attend the AGM in person to represent you.
- (9) Completion and delivery of this proxy form will not preclude you from attending and voting at the AGM if you so wish.