



# Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

website: <http://www.vcgroup.com.hk>

(Stock Code: 821)

## Proxy form for use at the annual general meeting to be held on Wednesday, 3 June 2015 at 11:30 a.m. and at any adjournment thereof

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of  
**Value Convergence Holdings Limited** (the "Company") HEREBY APPOINT<sup>3</sup> **THE CHAIRMAN OF THE MEETING**  
or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us at the annual general meeting of the Company to be held at 29th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Wednesday, the 3rd day of June 2015 at 11:30 a.m. (and at any adjournment thereof) as indicated below:

Ordinary Resolutions		For <sup>4</sup>	Against <sup>4</sup>
1.	To consider and receive the audited consolidated financial statements and the directors' and auditor's reports for the year ended 31 December 2014.		
2.	(I) (a) To re-elect Mr. Chau King Fai, Philip as an executive director.		
	(b) To re-elect Mr. Lin Hoi Kwong, Aristo as an executive director.		
	(c) To re-elect Mr. Chung Chi Shing, Eric as a non-executive director.		
	(d) To re-elect Mr. Ip Chun Chung, Robert as an independent non-executive director.		
	(e) To re-elect Mr. Wong Chung Kin, Quentin as an independent non-executive director.		
	(II) To authorise the board of directors to fix the remuneration of directors.		
3.	To re-appoint Deloitte Touche Tohmatsu as auditor and authorise the board of directors to fix its remuneration.		
4.	To grant a general mandate to the directors to buy back shares of the Company.		
5.	(I) To grant a general mandate to the directors to issue new shares of the Company.		
	(II) To extend the general mandate granted to the directors to issue new shares of the Company.		
6.	To approve the adoption of the new articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Shareholder's signature<sup>5</sup> \_\_\_\_\_

### 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, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this proxy form must be initialled by the person who signs it. A proxy need not be a member of the Company but must be present in person to represent the member.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
6. If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof.
7. In order to be valid, this proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 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 meeting or any adjournment thereof.
8. Completion and deposit of this proxy form will not preclude you from attending and voting at the meeting if you so wish.