



# 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 Extraordinary General Meeting (the “Meeting”) to be held on Tuesday, 27 March 2018 (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
share(s) of **Value Convergence Holdings Limited** (the “Company”) HEREBY APPOINT **THE CHAIRMAN OF THE MEETING** or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 29/F., The Centrium, 60 Wyndham Street, Central, Hong Kong on Tuesday, 27 March 2018 at 10:00 a.m. (or any adjournment thereof) on the undermentioned resolution as indicated, and, if no such indication is given, as my/our proxy thinks fit:

Ordinary Resolution <sup>(Note 10)</sup>	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
To approve, confirm and ratify the Fifth Deed of Variation and the transactions contemplated thereunder such that all provisions of the Placing Agreement (as supplemented, varied and amended by the Previous Deeds of Variation) shall continue to remain in full force and effect and be operative and binding on all parties and that the Placing Agreement (as supplemented, varied and amended by the Previous Deeds of Variation) and the Fifth Deed of Variation shall be read and construed as one agreement and any one or more Directors be and is/are authorised to do such acts and things as are necessary and desirable (including the issue of the convertible bonds and the conversion shares upon exercise of the conversion rights under the convertible bonds) to give effect to the Placing Agreement (as supplemented, varied and amended by the Previous Deeds of Variation) and the Fifth Deed of Variation and any transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018                      Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

- Full name(s) and address(s) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting 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 form must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”. FAILURE TO COMPLETE THE BOXES WILL ENTITLE YOUR PROXY TO CAST HIS VOTES AT HIS DISCRETION.**
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named being the senior.
- To be valid, this proxy form together with power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s share registrar and transfer office, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for holding the meeting (or any adjournment thereof).
- The proxy need not be a member of the Company but must attend the Meeting (or any adjournment thereof) in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting (or any adjournment thereof) if you wish to do so.
- The description of the resolution is by way of summary only. The full text of the resolution appears in the notice of the Fourth EGM dated 23 February 2018.