



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 Thursday, 3 May 2018 (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
share(s) of **Value Convergence Holdings Limited** (the “Company”) HEREBY APPOINT **THE CHAIRMAN OF THE MEETING** or ^(Note 3) _____
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 29th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Thursday, 3 May 2018 at 11:00 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 ^(Note 10)	For ^(Note 4)	Against ^(Note 4)
To approve, confirm and ratify the entering into of the Sale and Purchase Agreement, to approve all the transactions contemplated under the Sale and Purchase Agreement including but not limited to the issue of the Convertible Bonds; to grant the Specific Mandate to the Directors to allot and issue the Conversion Shares; and to authorise the Directors to do all such acts to give effect, determine, revise, supplement or complete any matters in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder, as set out in the resolution in the notice of the Meeting.		

Dated this _____ day of _____ 2018 Signature(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) 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 Meeting dated 16 April 2018.