



VICON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3878)

FORM OF PROXY FOR 2022 ANNUAL GENERAL MEETING

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____

ordinary shares of HK\$0.01 each in the share capital of Vicon Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**, or ^(Note 3)

of _____
as my/our proxy(ies) to attend and vote for me/us at the 2022 annual general meeting of the Company to be held at Office D, 16/F., MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong on Thursday, 15 September 2022 at 4:30 p.m. (or at any adjournment thereof) (the "2022 AGM") and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice of 2022 AGM as indicated below, or, if no such indication is given, at the discretion of my/our proxy(ies).

	Ordinary Resolutions ^(Note 6)	For ^(Note 4)	Against ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors and auditors of the Company for the year ended 31 March 2022.		
2.	To re-appoint CCTH CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
3.	(a) To re-elect Mr. Leung Hing Wai as an executive director;		
	(b) To re-elect Mr. Chan Wai Kit as an independent non-executive director;		
	(c) To re-elect Mr. Ip Ka Ki as an independent non-executive director; and		
	(d) To authorise the board of directors of the Company to fix the remuneration of the directors.		
4.	To grant a general mandate to the board of directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares the Company as at the date of passing of this resolution.		
5.	To grant a general mandate to the board of directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
6.	To extend, conditional upon the above ordinary resolutions nos. 4 and 5 being duly passed, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of shares repurchased by the Company.		
	Special Resolution ^(Note 6)	For ^(Note 4)	Against ^(Note 4)
7.	To approve the proposed amendments (the "Proposed Amendments") to the existing amended and restated memorandum and articles of association of the Company (the "Existing Memorandum and Articles of Association") and to adopt the new amended and restated memorandum of association and articles of association of the Company (the "New Memorandum and Articles of Association") in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect after the close of the 2022 AGM and authorise any one director or company secretary of the Company to do all things necessary to implement the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.		

Date: _____ 2022 Shareholder's Signature ^(Note 5): _____

- Notes:
- Please insert full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint holders, the names of all joint holders should be stated.
 - Please insert the number of shares registered in your name(s) to which this form of proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares of 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" and please insert the name and address of the proxy desired. A member is entitled to attend and vote at the 2022 AGM and is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the 2022 AGM in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
 - IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION (S), PLEASE TICK IN THE RELEVANT BOX (ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION (S), PLEASE TICK IN THE RELEVANT BOX (ES) MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy(ies) to cast your vote(s) or abstain from voting at his/her discretion. Your proxy(ies) will also be entitled to vote at his discretion or abstain from voting on any resolution properly put to the meeting and/or at any adjournment thereof other than those set out in the notice convening the 2022 AGM.
 - 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 seal or under the hand of an officer, attorney or other person duly authorised.
 - The description of these resolutions is by way of summary only. The full text appears in the notice convening the 2022 AGM.
 - A member entitled to attend and vote at the 2022 AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. Where there is joint registered holders of any share(s), any one of such persons may vote at the 2022 AGM, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders be present at the 2022 AGM personally or by proxy, that one of the said person so present whose name stands first on the register of members of the Company in respect of such share(s) will alone be entitled to vote in respect thereof.
 - In order to be valid, this form of proxy and, if requested by the board of directors of the Company, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
 - Any alteration made to this form of proxy must be initialled by the person who signs this form.
 - Completion and deposit of this form of proxy will not preclude you from attending and voting at the 2022 AGM if you so wish. If you attend and vote at the 2022 AGM, the authority of your proxy will be revoked.
 - Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the general meeting will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
 - In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 ("COVID-19"), the Company will implement precautionary measures at the 2022 AGM. Shareholders are advised to read page ii of the circular of the Company dated 27 July 2022 for details of the precautionary measures and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**
 - In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the 2022 AGM in person.**

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which may include personal details including but not limited to your name and/or address.
- Your supply of personal data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and/or other instructions.
- Your personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your personal data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your personal data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited.