



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, 31 May 2023 at 11:00 a.m. and at any adjournment thereof

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of **Value Convergence Holdings Limited** (the “**Company**”) HEREBY APPOINT³ **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 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong on Wednesday, the 31st day of May 2023 at 11:00 a.m. (and at any adjournment thereof) on the undermentioned resolutions as indicated below:

Ordinary Resolutions			For ⁴	Against ⁴
1.		To consider and adopt the audited consolidated financial statements and the directors' and auditor's reports for the year ended 31 December 2022.		
2.	(I)	(a) To re-elect Mr. Fu Yiu Man, Peter as an executive director of the Company.		
		(b) To re-elect Mr. Wong Kam Fat, Tony as an executive director of the Company.		
		(c) To re-elect Mr. Lin Hoi Kwong, Aristo as an executive director of the Company.		
		(d) To re-elect Mr. Wong Chung Kin, Quentin as an independent non-executive director of the Company.		
		(e) To re-elect Mr. Au Tin Fung, Edmund as an independent non-executive director of the Company.		
	(II)	To authorise the board of directors to fix the remuneration of directors.		
3.		To re-appoint Messrs. SHINEWING (HK) CPA Limited 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.	(I)	To consider and approve the proposed adoption of the new share option scheme of the Company and the termination of the existing share option scheme of the Company.		
	(II)	To consider and approve the adoption of the sublimit on the total number of shares of the Company that may be issued in respect of all options and awards to be granted to service providers under all the share schemes of the Company of 1% of the total number of shares of the Company in issue on the date of approval of the new share option scheme of the Company.		

Dated this _____ day of _____ 2023 Shareholder's signature⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
- 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).
- 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. If no name is inserted, the Chairman of the Meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. 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.
- 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.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
- 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.
- 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 share registrar and transfer office, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the meeting if you so wish.