



VALUE CONVERGENCE HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

Website: <http://www.valueconvergence.com>

(Stock Code: 8101)

Proxy Form for Extraordinary General Meeting on 4 December 2007

Proxy form for use at the extraordinary general meeting (“EGM”) of Value Convergence Holdings Limited (the “Company”) to be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Tuesday, 4 December 2007 at 3:00 p.m..

I/We,¹ _____

of _____

being the registered holder(s) of² _____ shares of HK\$0.10 each in the capital of the Company,

hereby appoint³ _____

of _____

or the Chairman of the EGM as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the EGM of the Company to be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Tuesday, 4 December 2007, at 3:00 p.m. and at any adjournment thereof on the resolutions set out in the notice of EGM as indicated below (Capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 17 November 2007):

	Ordinary Resolutions	For ⁴	Against ⁴
1.	to approve, ratify and confirm (a) the Agreement and all transactions contemplated thereunder (b) the issue of the Consideration Shares		
2.	to approve and grant a general mandate to the Directors to issue Shares		

Date this _____ day of _____ 2007

Signature⁵: _____

Proxy's specimen signature: _____

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, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) Please insert the name of the proxy/proxies desired. If no name is inserted, the Chairman of the EGM will act as your proxy. Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.
- (4) Please indicate with an “X” in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolution or will abstain at his discretion.
- (5) 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 under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (7) 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 of such power of authority shall be deposited with 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 EGM or any adjournment thereof.
- (8) A proxy need not be a member of the Company but must attend the EGM in person to represent you.
- (9) Completion and delivery of this proxy form will not preclude you from attending and voting at the EGM if you so wish.