



Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

Website: <http://www.vcgroup.com.hk>

(Stock Code: 821)

Form of proxy for use at the Extraordinary General Meeting (the “EGM”) to be held on Thursday, 2 March 2023 at 11:00 a.m. and at 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 at the extraordinary general meeting of the Company to be held at 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong on Thursday, 2 March 2023 at 11:00 a.m. (and at any adjournment thereof) on the undermentioned resolution as indicated. Unless otherwise indicated, capitalised terms used in this form of proxy shall have the same meaning as those defined in the circular of the Company dated 14 February 2023 (the “**Circular**”).

The full text of the resolution is set out in the notice convening the EGM dated 14 February 2023 which was enclosed in the Circular.

	Ordinary Resolution	For ^(Note 4)	Against ^(Note 4)
1.	To approve, confirm and ratify the Sale and Purchase Agreement (a copy of which is marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM) and all the transactions contemplated thereunder; and the granting of a specific mandate to the Directors to allot and issue the Consideration Shares and the Further Shares; and the granting of authorisation to any one of the Directors to do all such acts and things, to sign and execute such documents or agreements on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Sale and Purchase Agreement and all transactions contemplated thereunder.		

Dated this _____ day of _____ 2023 Signature(s) ^(Note 5): _____

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, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. 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. 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.
4. **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.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
6. 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.
7. 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 of the meeting or any adjournment thereof.
8. Completion and deposit of this proxy form will not preclude you from attending and voting at the meeting if you so wish.