



# 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 Tuesday, 4 April 2023 at 11:00 a.m. and at any adjournment thereof

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of **Value Convergence Holdings Limited** (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**  
or <sup>(Note 3)</sup> \_\_\_\_\_  
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 Tuesday, 4 April 2023 at 11:00 a.m. (and at any adjournment thereof) on the undermentioned resolution as indicated below. 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 10 March 2023 (the “Circular”).

The full text of the resolution is set out in the notice convening the EGM dated 10 March 2023 which was enclosed in the Circular.

Special Resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To approve the proposed amendments to the Articles of Association and to adopt the New Articles of Association.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023                      Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
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. 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.
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.** 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.
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 executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
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.