



VONGROUP LIMITED

黃河實業有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 318)

SECOND FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We¹, _____
of _____
being the registered holder(s) of² _____ Shares of HK\$0.04 each in the capital of Vongroup Limited
("the Company"), **HEREBY APPOINT**³, _____
of _____

or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at 3 p.m. on Monday, 30 October 2023 at 2602-03, 26th Floor, BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting (or any adjournment thereof) and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and Auditors for the year ended 30 April 2023		
2.	(a) (i) To re-elect Vong Tat Jeong David as an executive director of the Company;		
	(ii) To re-elect Xu Siping as an executive director of the Company;		
	(b) To authorise the Board of Directors to fix the remuneration of the Directors of the Company		
3.	To appoint Mazars CPA Limited as Auditors of the Company and to authorise the Board of Directors to fix their remuneration		
4A.	To grant a general mandate to Directors to issue shares (Resolution A set out in item 4 of the Notice of Annual General Meeting)		
4B.	To grant a general mandate to the Directors to repurchase shares (Resolution B set out in item 4 of the Notice of Annual General Meeting)		
4C.	To extend the general mandate granted to the Directors to cover the shares repurchased by the Company (Resolution C set out in item 4 of the Notice of Annual General Meeting)		
5.	To re-elect Daphne Bontein da Rosa Gohel as an independent non-executive director of the Company		

Dated this _____ day of _____ 2023 Signature(s) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Insert in **BLOCK CAPITALS** the names and address of proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. Any alteration made to this second form of proxy must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PUT A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PUT A "✓" IN THE BOX MARKED "AGAINST"**. Failure to complete the box will entitle your proxy to cast your vote at his/her 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.
- The full text of each resolution referred to above appears in the notices of the Meeting dated 31 August, 2023 and dated 6 October 2023.
- This second form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed under the hand of an officer duly authorised on that behalf together with a company chop.
- 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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this second form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such or authority, must be deposited at Tricor Tengis Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
- Completion and delivery of the second form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- A Shareholder who has not yet lodged the First Form of Proxy in accordance with the instructions printed thereon is requested to lodge the Second Form of Proxy if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the First Form of Proxy should not be lodged.
 - A Shareholder who has already lodged the First Form of Proxy in accordance with the instructions printed thereon should note that:
 - If no Second Form of Proxy is lodged in accordance with the instructions printed thereon, the First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder under the First Form of Proxy or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional resolutions as set out in the supplemental notice.
 - If the Second Form of Proxy is lodged in accordance with the instructions printed thereon not less than 48 hours before the time appointed to hold the AGM (i.e. not later than 3:00 p.m. on 28 October 2023) or any adjourned meeting (the "Closing Time") and is duly completed, the Second Form of Proxy will be treated as a valid form of proxy lodged by the shareholder, and the First Form of Proxy will be deemed revoked.
 - If the Second Form of Proxy is lodged after the Closing Time or is not duly completed, the Second Form of Proxy will be invalid and will not revoke the First Form of Proxy. The First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder under the First Form of Proxy or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional resolutions as set out in the supplemental notice.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

* For identification purpose only