



偉仕佳杰
VSTECS

VSTECS HOLDINGS LIMITED
偉仕佳杰控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 856)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON 22 MAY 2025 (OR ANY ADJOURNMENT THEREOF)**

I/We¹ _____ of _____

being the registered holder(s) of² _____ shares (the “Shares”) of HK\$0.10 each in the share capital of VSTECS Holdings Limited (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**³ or

of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the “Meeting”) of the Company to be held at Rooms 3 and 4, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on 22 May 2025 at 10:30 a.m. (or any adjournment thereof) for the purposes of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors of the Company for the year ended 31 December 2024.		
2.	To declare a final dividend of HK25.7 cents per ordinary share for the year ended 31 December 2024.		
3.	(a) To re-elect Mr. Li Jialin as an executive director of the Company;		
	(b) To re-elect Mr. Gu Sanjun as an executive director of the Company;		
	(c) To re-elect Mr. Yu Dingheng as an independent non-executive director of the Company;		
	(d) To re-elect Ms. Gao Yiyang as an independent non-executive director of the Company; and		
	(e) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
4.	To re-appoint KPMG as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
5A.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregated nominal amount of the issued share capital of the Company;		
5B.	To grant a general mandate to the directors of the Company to repurchase the shares of the Company not exceeding 10% of the aggregated nominal amount of the issued share capital of the Company; and		
5C.	To extend the general mandate granted to the directors of the Company to issue and allot the shares repurchased by the Company under the mandate referred to item 5B above.		

Date: _____ 2025.

Signature(s)⁵: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy together with the notorially certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with the branch share registrar of the Company, Tricor Investor Services 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 the adjourned Meeting.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this form of proxy.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Company’s share registrar.