



Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

PROXY FORM FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING TO BE HELD ON 8 JUNE 2009

I/We,¹ _____
of _____
being the registered holder(s) of ² _____ shares of HK\$0.10
each in the capital of **Value Convergence Holdings Limited** (the “Company”) HEREBY APPOINT³ **THE CHAIRMAN OF THE MEETING** or _____
of _____
as my/our proxy to attend and vote for me/us at the Annual General Meeting of the Company to be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Monday, 8 June, 2009 at 10:30 a.m. and at any adjournment thereof as indicated below:

Ordinary Resolutions	For ⁴	Against ⁴
1. To consider and receive the financial statements and the directors' and auditors' reports for the year ended 31 December 2008.		
2. (I) (a) To re-elect Mr. Tsui Che Yin, Frank as director.		
(b) To re-elect Dr. Tyen Kanhee, Anthony as director.		
(c) To re-elect Mr. Sham Sui Leung, Daniel as director.		
(II) To authorise the board of directors to fix the remuneration of directors.		
3. To re-appoint Deloitte Touche Tohmatsu as auditors and authorise the directors to fix their remuneration.		
4. To grant a general mandate to the directors to repurchase shares of the Company.		
5. (I) To grant a general mandate to the directors to issue new shares of the Company.		
(II) To extend the general mandate granted to the directors to issue new shares of the Company.		
6. To approve the adoption of the New Share Option Scheme.		
Special Resolution		
7. To approve the amendments to the Articles of Association of the Company.		

Dated this _____ day of _____ 2009

Shareholder's signature⁵: _____

Notes :

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each 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 proxy form 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 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 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.