

vongroup

VONGROUP LIMITED

黃河實業有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 318)

PROXY FORM

Proxy form for use by shareholders at the extraordinary general meeting (the "Meeting") to be convened at Level 1, Dorsett Kwun Tong, Hong Kong, 84 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 5 February 2016 at 11:00 a.m. (and at any adjournment thereof).

I/We ^(note a) _____

of _____,

being the registered holder(s) of _____ ^(note b)

shares of HK\$0.001 each in the issued share capital of Vongroup Limited (the "Company") hereby appoint the Chairman of the Meeting ^(note c) or _____

of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Level 1, Dorsett Kwun Tong, Hong Kong, 84 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 5 February 2016 at 11:00 a.m. (and at any adjournment thereof) and for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice dated 21 January 2016 (the "Notice") convening the Meeting and at the Meeting (and any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated: ^(note d)

	ORDINARY RESOLUTIONS	FOR ^(note d)	AGAINST ^(note d)
1.	To approve the Share Consolidation ^(note e)		
2.	To approve the Refreshment of General Mandate ^(note e)		

Dated the _____ day of _____ 2016

Signature ^(notes f, g, h, i and j) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided. Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish.
- If you wish to vote for any resolution set out above, please "✓" the box marked "For". If you wish to vote against any resolution, please "✓" the box marked "Against".** If this form returned is duly signed but without specific direction on any proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- The complete version of the resolutions and further details in relation thereto are set out in the circular of the Company dated 21 January 2016 and the Notice.
- In the case of joint holding, this proxy form may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The proxy form must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- 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 of such power or authority must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.**
- Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Chairman of the Meeting will demand that all resolutions be voted by way of poll at the Meeting.

* For identification purpose only