vongroup

VONGROUP LIMITED
黃河實業有限公司 *

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 318)

Form of proxy for use at the Annual General Meeting (or any adjournment thereof)

I/We[1],_____

of_____

being the registered holder(s) of[2]_____Shares of HK$0.001 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 4 p.m. on 29 September 2015 at Level 1, Dorsett Kwun Tong, Hong Kong, 84 Hung To Road, Kwun Tong, Kowloon, 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 2015.			
2.	(a)	(i)	To re-elect Vong Tat Ieong David as executive Director		
		(ii)	To re-elect Wong Man Ngar Edna as independent non-executive Director		
	(b)	To authorise the Board of Directors to fix the remuneration of the Directors.			
3.		To re-appoint CCIF 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).			

Dated this_____day of_____2015   Signature(s)_____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.

2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).

3. 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 to 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 form of proxy must be initialed by the person who signs it.

4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK 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.

5. This 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.

6. 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.

7. To be valid, this 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.

8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only