



## VPower Group International Holdings Limited

偉能集團國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1608)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 29 MAY 2017 AT 11:00 A.M.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each  
in the capital of VPower Group International Holdings Limited (“Company”), hereby appoint <sup>(Note 3)</sup> the Chairman of the Meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “Meeting”) to  
be held at Conrad Hong Kong, Harcourt Room, Lower Level, Pacific Place, 88 Queensway, Hong Kong on Monday, 29 May 2017 at  
11:00 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated <sup>(Note 4)</sup>.

Ordinary Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2016.		
2.	To declare the final dividend of HK2.57 cents per share for the year ended 31 December 2016.		
3.	(i) To re-elect Mr. LAM Yee Chun as an Executive Director of the Company.		
	(ii) To re-elect Mr. LEE Chong Man Jason as an Executive Director of the Company.		
	(iii) To re-elect Mr. AU-YEUNG Tai Hong Rorce as an Executive Director of the Company.		
	(iv) To re-elect Mr. KWOK Man Leung as a Non-Executive Director of the Company.		
	(v) To authorise the Board of Directors to fix the directors’ remuneration for the year ending 31 December 2017.		
4.	To re-appoint Ernst & Young, <i>Certified Public Accountants</i> , as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the board of directors to fix its remuneration.		
5.	(A) To grant a general mandate to the Directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
	(B) To grant a general mandate to the Directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
	(C) To extend the general mandate granted to the Directors of the Company to allot, issue and deal with new shares of the Company by the aggregate number of shares repurchased by the Company.		

# The full text of each of the relevant resolutions is set out in the notice of the Meeting dated 25 April 2017 (the “Notice”).

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) as registered in the register of members of the Company in **BLOCK CAPITALS**.
- 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 the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words “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 FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) THE BOX MARKED “AGAINST”.** Failure to tick a box or insert a number will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting and/or any adjournment thereof 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, if you are a corporation, must either be executed under the common seal or under the hand of a director or duly authorised attorney(s). If this form of proxy is signed by an attorney of a shareholder, the power of attorney or other authorization document (if any) under which it is signed must be notarised.
- In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited, at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such 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 such share shall alone be entitled to vote in respect thereof.
- Any shareholder of the Company entitled to attend and vote at the Meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of personal data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the Share Registrars, agent, contractor of the Company or any third party service provider who provides administrative, computer and other services to the Company for use in connection with your request for the appointment of a proxy and your voting instructions for the Meeting) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- You and your appointed proxy have the right to request access to and/or correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong.