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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

(1) PROFIT WARNING

AND

(2) UNUSUAL PRICE AND TRADING VOLUME MOVEMENT

This announcement is made by Value Convergence Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and made at request of The Stock Exchange.

(1) Profit Warning

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that it is expected that the Group would record a net loss for the year ended 31 December 2011.

The Group is principally engaged in securities, futures and options brokering and dealing, provision of initial public offerings, merger and acquisitions, and other corporate finance related advisory services. The current adverse financial and economic conditions are having a negative impact on the Group’s principal activities. The net loss for the year ended 31 December 2011 was mainly attributable to the reduction in brokerage commission income due to the decrease in stock market turnover.

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The profit warning announcement is only a preliminary assessment by the Board based on the information currently available, which have not been confirmed or reviewed by the Company's auditor or the audit committee. The Company is in process of finalizing the Group's final results for the year ended 31 December 2011. Shareholders and potential investors are advised to read carefully the announcement of the final results of the Company for the year ended 31 December 2011, which is expected to be announced in March 2012.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

(2) Unusual Price and Trading Volume Movements

The Board has noted the recent increases in the price and trading volume of the shares of the Company and wish to state that the Board is not aware of any reasons for such increases.

Save as disclosed in paragraph (1) above of this announcement, the Board confirms that there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under Rule 13.23 of the Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules, which is or may be of a price-sensitive nature.

This announcement is made by the order of the Board, the Directors of which individually and jointly accept responsibility for the accuracy of this announcement.

By order of the board of
Value Convergence Holdings Limited
Ha Shu Tong
Chief Executive Officer & Executive Director

Hong Kong, 14 February 2012

As at the date of this announcement, the Board comprises seven executive Directors, namely, Mr. Ha Shu Tong (Chief Executive Officer), Mr. Chau King Fai, Mr. Cheng Tze Kit, Larry (Chief Investment Officer), Ms. So Wai Yee, Betty (Chief Financial Officer), Ms. Lam Yuk Ying, Elsa, Mr. Zhou Wentao and Mr. Tin Ka Pak; two non-executive Directors, namely, Dr. Lee Jun Sing (Chairman) and Ms. Wang Ying; and two independent non-executive Directors, namely, Mr. Lam Kwok Hing, Wilfred and Mr. Lam Ka Wai, Graham.