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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Value Convergence Holdings Limited (the “**Company**”) will be held at 29th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Monday, 15 October 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the conditional sale and purchase agreement dated 29 June 2018 (the “**Agreement**”) entered into among VC Global Investments Limited as the purchaser (the “**Purchaser**”) and Mr. Ting Pang Wan Raymond as the vendor (the “**Vendor**”), in relation to the acquisition of the (i) one share in Bright Element Investments Limited (the “**Target Company**”); and (ii) all obligations, liabilities and debts owing by the Target Company to the Vendor on or at any time prior to the completion (the “**Completion**”) of the Agreement whether actual, contingent or deferred and irrespective of whether or not the same is due and payable on Completion at the total consideration of HK\$257,200,000, which shall be satisfied by the Purchaser by procuring the Company to issue the convertible bonds (the “**Convertible Bonds**”) in the principal amount of HK\$257,200,000 to the Vendor (or his nominee(s)), entitling the holder(s) thereof to convert the principal amount into 205,760,000 shares of the Company (the “**Conversion Shares**”) at the conversion price of HK\$1.25 per Conversion Share, (a copy of the Agreement has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (b) subject to the fulfillment or waiver of the conditions precedent set out in the Agreement, the issue of the Convertible Bonds in accordance with the terms and conditions of the Agreement be and is hereby approved;
- (c) the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate to allot and issue all the Conversion Shares upon full conversion of the Convertible Bonds in accordance with the terms and conditions of the Agreement; and
- (d) any one director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things, as he considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Agreement and the transactions contemplated thereunder.”

Yours faithfully,
For and on behalf of the Board
Value Convergence Holdings Limited
Fu Yiu Man
Chairman and executive director

Hong Kong, 26 September 2018

Registered office:
28th Floor, The Centrium
60 Wyndham Street
Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s share registrar and transfer office, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

4. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the proxy form appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. If typhoon signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.vcgroup.com.hk> and on the website of the Stock Exchange at <http://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the board of Directors comprises seven Executive Directors, namely, Mr. Fu Yiu Man (Chairman), Mr. Tin Ka Pak, Timmy (Chief Executive Officer), Mr. Lin Hoi Kwong, Aristo, Mr. Xie Jintai, Ms. Shen Li, Mr. Zhang Min and Mr. Jiang Tian; and four Independent Non-executive Directors, namely, Mr. Wong Chung Kin, Quentin, Mr. Wong Kam Choi, Kerry, ^{MH}, Mr. Siu Miu Man, Simon and Mr. Chiang Ho Wai.