

Strictly Private & Confidential

26 August 2025

**Value Convergence Holdings Limited**

6th Floor  
Centre Point  
181-185 Gloucester Road  
Wanchai  
Hong Kong

Dear Sirs,

**Re: Value Convergence Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) – (1) Proposed Rights Issue on the basis of two (2) Rights Shares for every one (1) existing Share held on the Record Date on a non-underwritten basis; and (2) Placing of Unsubscribed Rights Shares under Specific Mandate**

We refer to the circular of the Company (the “**Circular**”) dated 26 August 2025 relating to the captioned matter. Unless otherwise defined, terms used herein shall have the same meaning as those defined in the Circular.

As at the Latest Practicable Date, we have given and have not withdrawn our written consent to the issue of the Circular, with the inclusion of our letter and opinion and the reference to our name and opinions in the form and context in which they appear in the Circular.

As at the Latest Practicable Date, we did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, we had no interest in any assets which have been since 31 December 2024 (being the date to which the latest audited financial statements of the Group were made up) acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

Yours faithfully,  
For and on behalf of  
**Messis Capital Limited**



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Wallace Cheung  
*Managing Director*