

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name : **Value Convergence Holdings Limited**

Stock code (ordinary shares) : **8101**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 1 July, 2004

A. General

Place of incorporation : Hong Kong

Date of initial listing on GEM : 9 April, 2001

Name of Sponsor(s) : N/A

Names of directors : *Executive Directors:-*
Dr. Ho Hung Sun, Stanley
Mr. Ho Yau Lung, Lawrence
Dr. Lee Jun Sing

Non-Executive Director:-
Ms. Leong On Kei, Angela

Independent Non-Executive Directors:-
Mr. Tsui Yiu Wa, Alec
Attorney Patajo-Kapunan, Lorna

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	:	<i>Name</i>	<i>Note</i>	<i>Number of shares</i> <i>(Approximately</i> <i>effective percentage</i> <i>of shareholding)</i>
		Melco Finance and Technology Limited	1	160,930,381 (67.57%)
		Melco International Development Limited	1	160,930,381 (67.57%)

Note:

- These shares are held by Melco Finance and Technology Limited, a wholly-owned subsidiary of Melco International Development Limited, which is deemed (by virtue of the provisions of Division 2 of Part XV of the Securities and Futures Ordinance) to be interested in these shares. These shares represent the same interest and are therefore duplicated between Melco Finance and Technology Limited and Melco International Development Limited.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : Melco International Development Limited (Stock Code: 200)

Financial year end date : 31 December

Registered address : 28/F., The Centrium, 60 Wyndham Street, Central, Hong Kong

Head office and principal place of business : 28/F., The Centrium, 60 Wyndham Street, Central, Hong Kong

Web-site address (if applicable) : www.valueconvergence.com

Share registrar : Abacus Share Registrars Limited
Ground Floor,
Bank of East Asia Harbour View Centre,
56 Gloucester Road, Wanchai,
Hong Kong

Auditors : PricewaterhouseCoopers

B. Business activities

The Group (including the Company and its subsidiaries) is principally engaged in the broking and dealing for clients in securities and future and option contracts mainly on the Hong Kong Stock Exchange and Hong Kong Futures Exchange and the provision of other related financial services including margin financing, securities underwriting, placing arrangement, assets management and corporate finance advisory services focusing on Hong Kong, Macau and PRC markets.

C. Ordinary shares

Number of ordinary shares in issue	:	238,154,999 shares
Par value of ordinary shares in issue	:	HK\$0.10
Board lot size (in number of shares)	:	4,000 shares
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. Other securities

As of 1 July, 2004, the Company has granted share options entitling the option holders to subscribe for up to an aggregate of 37,109,133 shares of the Company (as to 9,740,208 options granted pursuant to the Pre-IPO share option plan of the Company dated 14 March, 2001 and as to 27,368,925 options granted pursuant to the new share option scheme dated 29 November, 2001).

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Ho Yau Lung, Lawrence

(On behalf of each of the Directors of the Company)