



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 December 2008

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Value Convergence Holdings Limited

Date Submitted 8 January 2009

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 821 Description : Ordinary

|                                     | No. of ordinary shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
|-------------------------------------|------------------------|--|---|
| Balance at close of preceding month | <u>10,000,000,000</u>  | <u>HKD0.1</u>                          | <u>1,000,000,000</u>                                  |
| Increase/(decrease)                 | <u>0</u>               |  | <u>0</u>  |
| Balance at close of the month       | <u>10,000,000,000</u>  | <u>HKD0.1</u>                          | <u>1,000,000,000</u>                                  |

(2) Stock code : N/A Description : \_\_\_\_\_

|                                     | No. of ordinary shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
|-------------------------------------|------------------------|--|---|
| Balance at close of preceding month | _____                  | _____                                  | _____   |
| Increase/(decrease)                 | _____                  |  | _____   |
| Balance at close of the month       | _____                  | _____                                  | _____   |

## 2. Preference Shares

|                                     |                             |  |  |
|-------------------------------------|-----------------------------|--|--|
| Stock code : <u>  N/A  </u>         | Description : _____         |  |  |
|                                     | No. of preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                       | _____                                      | _____  |
| Increase/(decrease)                 | _____                       | _____                                      | _____  |
| Balance at close of the month       | _____                       | _____                                      | _____  |

## 3. Other Classes of Shares

|                                     |                                   |  |  |
|-------------------------------------|-----------------------------------|--|--|
| Stock code : <u>  N/A  </u>         | Description : _____               |  |  |
|                                     | No. of other<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                             | _____                                      | _____  |
| Increase/(decrease)                 | _____                             | _____                                      | _____  |
| Balance at close of the month       | _____                             | _____                                      | _____  |

Total authorised share capital at the end of the month (*State  
currency*) :

**HKD1,000,000,000**

\_\_\_\_\_

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |            | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|------------|-------------------------|--------------------------------|
|                                       | (1)                    | (2)        |                         |                                |
| Balance at close of preceding month   | <u>371,169,772</u>     | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>0</u>               | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>371,169,772</u>     | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |                            |                | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|----------------------------|----------------|--|---|
|  | Granted                   | Exercised | Cancelled                  | Lapsed         |  |   |
| <u>1.Share Option Scheme</u>   |                           |           |                            |                |  |   |
| <u>(29/11/2001)</u>  |                           |           |                            |                |  |   |
| <u>ordinary shares</u>   | <u>0</u>                  | <u>0</u>  | <u>0</u>                   | <u>0</u>       | <u>0</u>   | <u>7,031,196</u>  |
| <i>(Note 1)</i>  |                           |           |                            |                |  |   |
| <u>2.</u>  |                           |           |                            |                |  |   |
| <u>( / / )</u>   |                           |           |                            |                |  |   |
| <u>shares</u>  |                           |           |                            |                |  |   |
| <i>(Note 1)</i>  |                           |           |                            |                |  |   |
| <u>3.</u>  |                           |           |                            |                |  |   |
| <u>( / / )</u>   |                           |           |                            |                |  |   |
| <u>shares</u>  |                           |           |                            |                |  |   |
| <i>(Note 1)</i>  |                           |           |                            |                |  |   |
|  |                           |           | Total A. (Ordinary shares) | <u>0</u>       |  |   |
|  |                           |           | (Preference shares)        | <u>N/A</u>     |  |   |
|  |                           |           | (Other class)              | <u>N/A</u>     |  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |                            | <u>HKD0.00</u> |  |   |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 2. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 3. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 4. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
|  |                                 |   |                                  | Total B.                                  | (Ordinary shares) 0  |  |
|  |                                 |   |                                  |   | (Preference shares) N/A  |  |
|  |                                 |   |                                  |   | (Other class) N/A  |  |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                |                                    |                            |                              |  |   |
| 2. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 3. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 4. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
|  |                                |                                    |                            | Total C. (Ordinary shares) 0 |  |   |
|  |                                |                                    |                            | (Preference shares) N/A      |  |   |
|  |                                |                                    |                            | (Other class) N/A            |  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| 2. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| 3. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| Total D. (Ordinary shares)  | 0  |   |
| (Preference shares)   | N/A  |   |
| (Other class)   | N/A  |   |

## Other Movements in Issued Share Capital

| Type of Issue |              |                                 |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|---------------------------------|--|--|---|
| 1.            | Rights issue | At price : State currency _____ | Class of shares issuable <u>N/A</u><br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |
| 2.            | Open offer   | At price : State currency _____ | Class of shares issuable <u>N/A</u><br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |
| 3.            | Placing      | At price : State currency _____ | Class of shares issuable <u>N/A</u><br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |
| 4.            | Bonus issue  |                                 | Class of shares issuable <u>N/A</u><br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |

## For Main Board and GEM listed issuers

| Type of Issue |                      |                                 | No. of new shares of issuer issued during the month pursuant thereto  | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |       |
|---------------|----------------------|---------------------------------|---|---|-------|
| 5.            | Scrip dividend       | At price : State currency _____ | Class of shares issuable <u>N/A</u><br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____   | _____ |
| 6.            | Repurchase of shares |                                 | Class of shares repurchased <u>N/A</u><br><i>(Note 1)</i><br>Cancellation date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)  | _____   | _____ |
| 7.            | Redemption of shares |                                 | Class of shares redeemed <u>N/A</u><br><i>(Note 1)</i><br>Redemption date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)       | _____   | _____ |
| 8.            | Consideration issue  | At price : State currency _____ | Class of shares issuable <u>N/A</u><br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____   | _____ |

For Main Board and GEM listed issuers

| Type of Issue              |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|---|--|---|
| 9. Capital reorganisation  | Class of shares issuable <u>N/A</u><br>(Note 1)<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy)  |  |   |
| 10. Other (Please specify) | At price : State currency _____<br><br>Class of shares issuable <u>N/A</u><br>(Note 1)<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy) |  |   |
|                            |   | Total E. (Ordinary shares) <u>0</u>                                  |   |
|                            |   | (Preference shares) <u>N/A</u>                                       |   |
|                            |   | (Other class) <u>N/A</u>   |   |

|   |     |          |
|---|-----|----------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):         | (1) | <u>0</u> |
|   | (2) | <u>0</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):       |     | <u>0</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): |     | <u>0</u> |

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

