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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

PROFIT WARNING

This announcement is made by the Company pursuant to the provisions of inside information under Part XIVA of the SFO and Rule 13.09(2) of the Listing Rules.

The Board wishes to inform the Shareholders and potential investors that based on a preliminary review of the Group's unaudited consolidated management accounts for the year ended 31 December 2014 and information currently available to the Board, the Group is expected to record a consolidated net loss attributable to shareholders for the year ended 31 December 2014 from the consolidated net profit for the six months ended 30 June 2014. However, the Group's consolidated net loss attributable to shareholders for the year ended 31 December 2014 had decreased substantially as compared with the same period in 2013.

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

This announcement is made by Value Convergence Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to the provisions of inside information under Part XIVA of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong ("**SFO**") and Rule 13.09(2) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

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 based on a

preliminary review of the Group's unaudited consolidated management accounts for the year ended 31 December 2014 and information currently available to the Board, the Group is expected to record a consolidated net loss attributable to shareholders for the year ended 31 December 2014 from the consolidated net profit for the six months ended 30 June 2014. However, the Group's consolidated net loss attributable to shareholders for the year ended 31 December 2014 had decreased substantially as compared with the same period in 2013. The substantial decrease in the Group's consolidated net loss attributable to shareholders in 2014 was mainly attributable to the (i) recognition of the net gain on fair value changes in relation to 80 million non-listed warrants issued by the Company and the investment of HK\$20 million in a non-listed convertible bond held by the Company as compared with the net loss on the fair value changes in 2013 on the same financial instruments; (ii) improvement in the operating performance from the Group's brokerage and financing businesses; and (iii) reduction in the Group's corporate expenses.

The profit warning announcement is only a preliminary assessment by the Board based on the information currently available subject to finalization and necessary adjustments. The Company is in process of finalizing the Group's results for the year ended 31 December 2014. Shareholders and potential investors are advised to read carefully the results announcement of the Company for the year ended 31 December 2014, which is expected to be announced at the end of March 2015.

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

By order of the board of
Value Convergence Holdings Limited
Tin Ka Pak, Timmy
Chief Executive Officer & Executive Director

Hong Kong, 10 February 2015

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Tin Ka Pak, Timmy (Chief Executive Officer), Mr. Chau King Fai, Philip, Mr. Cheng Tze Kit, Larry (Chief Investment Officer) and Ms. So Wai Yee, Betty (Chief Financial Officer); and three independent non-executive Directors, namely, Mr. Ip Chun Chung, Robert, Mr. Wong Chung Kin, Quentin and Mr. Wong Kam Choi, Kerry.