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## **Value Convergence Holdings Limited**

*(Incorporated in Hong Kong with limited liability)*

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

(Stock Code: 821)

### **DISCLOSURE PURSUANT TO RULES 13.13 AND 13.15 OF THE LISTING RULES**

This announcement is made pursuant to Rules 13.13 and 13.15 of the Listing Rules.

Under Rule 13.13 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), a general disclosure obligation arises where the relevant advance to an entity (as defined under Rule 13.11(2) of the Listing Rules) by Value Convergence Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) and its subsidiaries exceeds 8% of the assets ratio as defined under Rule 14.07(1) of the Listing Rules (the “**Assets Ratio**”).

VC Brokerage Limited (“**VC Brokerage**”), a wholly-owned subsidiary of the Company, has made advances on normal commercial terms to three entities primarily to subscribe for shares in a company under an initial public offer (“**IPO**”) and/or to trade listed securities by way of securities margin financing on the Stock Exchange. All the advances were made in the ordinary and usual course of business of the Company.

The advances were made on the basis of VC Brokerage’s credit assessments made on the clients’ financial strength, repayment ability and securities collateral provided. The likely popularity and liquidity of the relevant stock listed and/or to be listed and the relatively short term nature of such advances were further considered. The Company expects that the full value of the IPO shares when allotted and/or listed securities would be collateralised. Any collateral provided by the relevant entities for IPO financing and/or listed securities margin financing will not be released by VC Brokerage unless and until all sums due and owing to VC Brokerage either have been fully repaid by the relevant entities or continue to be fully covered by the remaining collateral. After taking into account the factors as disclosed above in assessing the risks of the relevant advances, the Company considers that the risks involved in each of the advances to the entities as set out below are relatively low. The applicable interest rates were equivalent to those charged to other borrowers of similar financial standing.

### Advances to entities exceeding 8% under the Assets Ratio

As at 30 March 2015, VC Brokerage had made advance to the following entities, details of which are set out as below:

Client	Approximate amount of the advance as at 30 March 2015 (HK\$)	Approximate % of the advance to the published audited total assets of the Group as at 31 December 2014	Approximate % of the advance to the published audited net assets value of the Group as at 31 December 2014	Nature of advance
Entity CK	102.8 million	16.3%	20.5%	IPO financing for GF Securities Co., Ltd. (Stock code: 1776) (“GF Securities”)
Entity CL	380.8 million	60.3%	76.0%	IPO financing for GF Securities (HK\$361.8 million)
Entity CM	51.4 million	8.1%	10.3%	Margin financing (HK\$19.0 million) IPO financing for GF Securities

To the best knowledge, information and belief of the directors of the Company (the “**Directors**”), having made all reasonable enquiries, each of Entity CK, Entity CL and Entity CM are third parties independent of the Company and its connected persons (as defined under the Listing Rules). Entity CL and Entity CM are high net worth individuals who have more than 11 years and 9 years of business relationship with VC Brokerage, respectively. Entity CK is a privately owned investment company which has more than 18 years of business relationship with VC Brokerage. Each of Entity CK, Entity CL and Entity CM has never defaulted in repayment of any advances previously made by VC Brokerage.

The aforementioned advances made to Entity CK, Entity CL and Entity CM are repayable in full on demand and are secured by the full value of the relevant IPO securities when allotted together with other listed securities and cash in the custody of VC Brokerage with collateral value of approximately HK\$1.9 million, HK\$265.7 million and HK\$10.7 million as at 30 March 2015 respectively. The advances of IPO financing are made at an interest rate lower than the prevailing prime lending rate of 5% as quoted by The Hong Kong and Shanghai Banking Corporation Limited and the financing periods in relation to the advances are 10 days from, 30 March 2015, the closing date of the IPO of GF Securities, to the allotment date, which is expected to be on 9 April 2015. The advances of margin financing are made at an interest rate not less than the prevailing prime lending rate of 5% and are repayable on demand.

As each of the advances as stated above exceeds 8% of the Company's latest published audited consolidated total assets in the amount of approximately HK\$631.9 million as at 31 December 2014, the Company is under a general disclosure obligation under Rule 13.13 of the Listing Rules to disclose the same and certain particulars of each of such advances shall be disclosed under Rule 13.15 of the Listing Rules, unless a waiver from strict compliance with the same has been granted by the Stock Exchange (please refer to the section headed "Waiver from strict compliance with Rule 13.15 of the Listing Rules" below).

### **Waiver from strict compliance with Rule 13.15 of the Listing Rules**

In respect of each of the aforementioned advances, the Company has applied for a waiver from strict compliance with Rule 13.15 of the Listing Rules in respect of the disclosure of the identities of the relevant entities and the actual interest rates in relation to each of the aforementioned advances made.

By order of the board of  
**Value Convergence Holdings Limited**  
Wong Yee Wah  
*Company Secretary*

Hong Kong, 31 March 2015

*As at the date of this announcement, the board of Directors 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); one Non-executive Director, Mr. Chung Chi Shing, Eric; and three Independent Non-executive Directors, namely, Mr. Ip Chun Chung, Robert, Mr. Wong Chung Kin, Quentin and Mr. Wong Kam Choi, Kerry.*