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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

(1) PROFIT WARNING, (2) UNUSUAL PRICE AND TRADING VOLUME MOVEMENT AND (3) RESUMPTION OF TRADE

(1) PROFIT WARNING

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 six months ended 30 June 2015 and information currently available to the Board, the Group is expected to record an unaudited consolidated net loss attributable to shareholders for the six months ended 30 June 2015, which is mainly attributable to the recognition of the net loss on fair value changes in relation to the Warrants. Excluding the financial effect from the Warrants, the Group is expected to record an unaudited consolidated operating profit attributable to shareholders for the six months ended 30 June 2015.

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

(2) UNUSUAL SHARE PRICE AND TRADING VOLUME MOVEMENTS

The Board has noted the recent increase in the price and trading volume of the Shares and wishes to state that save as disclosed herein this announcement, the Board is not aware of any reasons for such increases.

(3) RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 1:00 p.m. on Monday, 13 July 2015 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading of the Shares with effect from 9:00 a.m. on Tuesday, 14 July 2015.

(1) PROFIT WARNING

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 six months ended 30 June 2015 and information currently available to the Board, the Group is expected to record an unaudited consolidated net loss attributable to shareholders for the six months ended 30 June 2015, which is mainly attributable to the recognition of the net loss on fair value changes in relation to the 80 million non-listed warrants (the “**Warrants**”) issued by the Company in August 2013. Excluding the financial effect from the Warrants, the Group is expected to record an unaudited consolidated operating profit attributable to shareholders for the six months ended 30 June 2015, which is mainly attributable to the recognition of the net unrealized gain on the Group’s investments held for trading and improvement in the operating performance from the Group’s brokerage and financing businesses.

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 six months ended 30 June 2015. Shareholders and potential investors are advised to read carefully the interim results announcement of the Company for the six months ended 30 June 2015, which is expected to be announced at the end of August 2015.

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

(2) UNUSUAL PRICE AND TRADING VOLUME MOVEMENT

The following statement is made at the request of Stock Exchange.

The Board has noted the recent increase in the price and trading volume of the shares of the Company (the “**Shares**”) and wishes to state that the Board is not aware of any reasons for such increases.

Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Board confirms that, save as disclosed in paragraph (1) above of this announcement, it is not aware of any reasons that caused the increases in price and trading volume of the Shares or of any information which must be announced to avoid a false market in the Shares or of any inside information that needs to be disclosed under Part XIVA of the SFO.

(3) RESUMPTION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 1:00 p.m. on Monday, 13 July 2015 pending in release in this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading of Shares with effect from 9:00 a.m. on Tuesday, 14 July 2015.

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

Hong Kong, 13 July 2015

As at the date of this announcement, the board of Directors comprises five Executive Directors, namely, Mr. Tin Ka Pak, Timmy (Chief Executive Officer), Mr. Chau King Fai, Philip, Mr. Cheng Tze Kit, Larry (Chief Investment Officer), Ms. So Wai Yee, Betty (Chief Financial Officer) and Mr. Lin Hoi Kwong, Aristo; 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.