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## **Value Convergence Holdings Limited**

*(Incorporated in Hong Kong with limited liability)*

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

(Stock Code: 821)

### **POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING HELD ON 27 MARCH 2018**

**The Board is pleased to announce that the proposed resolution was duly passed as an ordinary resolution by the Shareholders by way of poll at the Fourth EGM held on 27 March 2018.**

Reference is made to the notice of the extraordinary general meeting (the “**Fourth EGM**”) of Value Convergence Holdings Limited (the “**Company**”) dated 23 February 2018 (the “**Fourth EGM Notice**”) and the circular of the Company dated 23 February 2018 (the “**Circular**”). Capitalized terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that the Fourth EGM was held at 29th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Tuesday, 27 March 2018 at 10:00 a.m. The resolution set out in the Fourth EGM Notice which had been delivered to all Shareholders was approved by the Shareholders by way of poll.

Tricor Abacus Limited was appointed as the scrutineer for the vote-taking at the Fourth EGM and performed calculations to obtain the following poll results based on the completed and signed poll voting forms collected by the Company.

The resolution set out below corresponds to those set out in the Fourth EGM Notice. The poll results in respect of the proposed resolution at the Fourth EGM are set out as follows:

ORDINARY RESOLUTION <i>(Note 1)</i>	Number of votes (% in approximate) <i>(Note 2)</i>		
	For	Against	Abstain
<p><b>“THAT:</b></p> <p>(a) the entering into of the fifth deed of variation dated 12 January 2018 (the <b>“Fifth Deed of Variation”</b>, a copy of which has been produced to the Fourth EGM and marked “A” and initialled by the Chairman of the Fourth EGM for the purposes of identification) to the placing agreement dated 21 July 2016 (as supplemented, varied and amended by the deeds of variation dated 20 September 2016, 18 November 2016, 17 January 2017 and 28 June 2017 respectively) (the <b>“Placing Agreement”</b>) between the Company as the issuer and Fortune (HK) Securities Limited as the placing agent, details of which are set out in the circular of the Company dated 23 February 2018 (the <b>“Circular”</b>, a copy of which has been produced to the Fourth EGM and marked “B” and initialled by the Chairman of the Fourth EGM for the purposes of identification) and the terms thereof be and are hereby confirmed, approved and ratified;</p> <p>(b) all the provisions of the Placing Agreement shall continue to remain in full force and effect and be operative and binding on the parties and that the Placing Agreement and the Fifth Deed of Variation shall hereafter be read and construed as one agreement and any provision in the Placing Agreement which is inconsistent with the changes contemplated by or provided in the Fifth Deed of Variation shall cease to apply or, as the case may be, be modified accordingly; and</p>	<p>201,371,899 (96.73%)</p>	<p>6,812,000 (3.27%)</p>	<p>0 (0%)</p>

ORDINARY RESOLUTION <i>(Note 1)</i>	Number of votes (% in approximate) <i>(Note 2)</i>		
	For	Against	Abstain
(c) any one or more Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Placing Agreement and the Fifth Deed of Variation and any transactions contemplated thereunder, including but not limited to the approval of any non-material amendments to the form of any document contemplated thereunder and to take all such actions, and execute or authorise the execution of all such documents, on behalf of the Company (including by affixing the Company's common seal to any such documents in accordance with the Company's articles of association) as such Director(s) shall consider to be necessary, convenient or desirable in connection with any of the foregoing."			

*Notes:*

- (1) As more than 50% of the votes were cast in favour of the resolution by the Shareholders attending the Fourth EGM, in person or by proxy, such resolution was duly passed as ordinary resolution.
- (2) The percentage of voting is based on the total number of shares of the Company held by the Shareholders who attended and voted at the Fourth EGM in person or by proxy.

As at the date of the Fourth EGM, the total number of issued Shares of the Company was 794,816,829 shares. As stated in the Circular, Shareholders who are expected to be the Placees, their respective associates and where appropriate their respective ultimate beneficial owners (to the extent they have an existing interest in the Shares), who to the best of knowledge and information of the Directors in aggregate held 163,880,000 Shares (representing 20.62% of the total issued Shares of the Company), were required to abstain and, so far as the Directors are aware of, had abstained from voting on the resolution. As such, the total number of Shares entitling the holders to attend and vote on the ordinary resolution at the Fourth EGM was 630,936,829 Shares, representing approximately 79.38% of the total issued share capital of the Company. Save for the above, there was no Share which entitled the holder to attend and abstain from voting in favour for the ordinary resolution proposed at the Fourth EGM.

By order of the Board  
**Value Convergence Holdings Limited**  
**Fu Yiu Man**  
*Chairman & Executive Director*

Hong Kong, 27 March 2018

As at the date of this announcement, the Board comprises the following Directors:

*Executive Directors:*

Mr. Fu Yiu Man (*Chairman*)

Mr. Zhou, Francis Bingrong (*Vice Chairman*)

Mr. Tin Ka Pak, Timmy (*Chief Executive Officer*)

Mr. Lin Hoi Kwong, Aristo

Mr. Xie Jintai

Ms. Shen Li

*Independent Non-Executive Directors:*

Mr. Wong Chung Kin, Quentin

Mr. Wong Kam Choi, Kerry, <sup>MH</sup>

Mr. Siu Miu Man, Simon