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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Value Convergence Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, the licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of Value Convergence Holdings Limited (the “**Company**”) to be held at 29th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Thursday, 26 April 2018 at 11:00 a.m. is set out on pages 15 to 18 of this circular.

Whether or not you are able to attend and/or vote at the annual general meeting of the Company in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company’s share registrar and transfer office, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting of the Company or any adjournment thereof (as the case may be) should you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. General Mandates to Issue and Buy Back Shares	4
3. Re-election of Directors	5
4. Annual General Meeting	5
5. Recommendation	6
6. Responsibility Statement	6
 Appendix I – Explanatory Statement	 7
Appendix II – Details of Directors Proposed to be Re-elected	10
Appendix III – Notice of Annual General Meeting	15

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held on Thursday, 26 April 2018 at 11:00 a.m. at 29th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Value Convergence Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	29 March 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

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

Registered Office:

28th Floor, The Centrium
60 Wyndham Street
Central
Hong Kong

Independent Non-executive Directors

Mr. Wong Chung Kin, Quentin
Mr. Wong Kam Choi, Kerry, ^{MH}
Mr. Siu Miu Man, Simon

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM, including (i) the ordinary resolution granting the Directors general mandates to issue and buy back Shares; (ii) the ordinary resolution proposing re-election of Directors; and (iii) to give you notice of the AGM at which the ordinary resolutions as set out in the Notice of AGM will be proposed.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 25 May 2017, ordinary resolutions were passed giving general mandates to the Directors (i) to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at 25 May 2017 and to extend the general mandate to allot Shares by adding bought back securities to the 20% general mandate; and (ii) to purchase or otherwise acquire Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at 25 May 2017. These general mandates will lapse upon the conclusion of the AGM. It is therefore proposed to seek Shareholders' approval at the AGM to renew these general mandates.

The resolution set out in item 4 of the notice of the AGM, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to buy back Shares up to 10% of the total number of Shares in issue at the date of passing the resolutions (the "**Buy Back Mandate**") before the Company's next annual general meeting. A statement explaining the Buy Back Mandate in accordance with the Listing Rules is set out in Appendix I to this circular.

The resolution set out in item 5 of the notice of the AGM, if passed, will give the Directors a general mandate to allot, issue and deal with new Shares up to 20% of the total number of Shares in issue at the date of passing the resolutions (the "**Issue Mandate**"). Based on the number of Shares as at the Latest Practicable Date, the Issue Mandate would give the Directors to issue 158,963,366 Shares.

The Issue Mandate and the Buy Back Mandate will continue to be in force from the passing of the said resolutions until whichever the following first occurs:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; or
- (iii) the revocation or variation of the authority given under such ordinary resolutions by an ordinary resolution or ordinary resolutions of the Shareholders in general meeting.

The purpose of the Issue Mandate and the Buy Back Mandate was to enable the Directors to issue additional Shares and to buy back Shares should the need arise. The Directors have no present intention to exercise the general mandates to issue Shares and to buy back Shares.

LETTER FROM THE BOARD

3. RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, including six executive Directors, namely, 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 and Ms. Shen Li; and three independent non-executive Directors, namely, Mr. Wong Chung Kin, Quentin, Mr. Wong Kam Choi, Kerry, MH and Mr. Siu Miu Man, Simon.

Pursuant to article 88 of the Articles of Association, any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. In accordance with this provision, Mr. Fu Yiu Man, Mr. Zhou, Francis Bingrong and Ms. Shen Li shall retire at the AGM, and being eligible, offer themselves for re-election.

Pursuant to article 97 of the Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office. The Directors to retire every year shall be those who have been longest in office since their last election. In accordance with this provision, Mr. Lin Hoi Kwong, Aristo and Mr. Wong Chung Kin, Quentin shall retire at the AGM, and being eligible, offer themselves for re-election.

Brief biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

4. ANNUAL GENERAL MEETING

Appendix III on pages 15 to 18 of this circular contains the AGM notice, which specifies resolutions to be proposed to the Shareholders as ordinary business (being adoption of the audited consolidated financial statements and the directors' and auditor's reports of the Company for the year ended 31 December 2017, re-election of Directors and fixing of remuneration of the Directors, re-appointment of auditor and fixing of its remuneration) and as special business (being grant of the Issue Mandate and the Buy Back Mandate and the extension of the Issue Mandate). Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll and results of the poll must be announced. The chairman of the meeting will at the AGM demand, pursuant to article 68 of the Articles of Association, poll voting on all resolutions set out in the notice of the AGM. Consequently, all the resolutions proposed at the AGM would be voted upon by the Shareholders by poll.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it in accordance with the instructions printed thereon to the Company's share registrar and transfer office, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

LETTER FROM THE BOARD

No Shareholder has any material interests in the proposed adoption of the audited consolidated financial statements and the directors' and auditor's reports of the Company for the year ended 31 December 2017; the re-election of Directors and fixing of the remuneration of Directors; the re-appointment of auditor and fixing of its remuneration; and the grant of the Issue Mandate and the Buy Back Mandate and the extension of the Issue Mandate. Accordingly, no Shareholder is required to abstain from voting at the AGM in respect of the resolutions to be proposed at the AGM.

5. RECOMMENDATION

The Board believes that the proposed resolutions as set out in the notice of AGM, including, among other things, the re-election of Directors and the grant of Issue Mandate and Buy Back Mandate and the extension of Issue Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

This Appendix serves as an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy Back Mandate and also constitutes the memorandum required under section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 794,816,829 Shares. Subject to the passing of the ordinary resolution and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Buy Back Mandate to buy back a maximum of 79,481,682 Shares, representing 10% of the total number of Shares in issue at the date of passing the resolution.

2. REASON FOR BUY BACK

The Directors believe that the flexibility afforded by the Buy Back Mandate would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years and if there are occasions in future when depressed market conditions arise, buy back of Shares may support the Share price and lead to an enhancement of the net asset value of the Company and/or its earnings per Share. It will then be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company.

3. FUNDING OF SHARE BUY BACK

Buy back would be funded entirely from the Company's available cash which will be fund legally available for the purpose and in accordance with the Companies Ordinance and the Articles of Association.

There might have material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2017) in the event that the Buy Back Mandate was to be exercised in full at any time during the proposed buy back period. However, the Directors do not propose to exercise the Buy Back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	1.63	1.42
May	1.58	1.33
June	1.41	1.03
July	1.32	1.09
August	2.13	1.30
September	2.09	1.57
October	1.71	1.40
November	1.45	1.23
December	1.34	1.12
2018		
January	1.77	1.27
February	2.23	1.58
March (up to the Latest Practicable Date)	2.65	1.46

5. EFFECT OF TAKEOVERS CODE

If as a result of buy back of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the term under the Takeovers Code), depending on the level of increase in the Shareholder's or Shareholder group's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Chung Chi Shing, Eric ("**Mr. Chung**"), the substantial shareholder of the Company, together with his close associate, Power Global Group Limited ("**Power Global**") hold 92,352,000 Shares, representing approximately 11.62% of the total number of issued Shares as at the Latest Practicable Date. On the basis that no further Shares are issued or bought back and in the event that the Buy Back Mandate is exercised in full and that there is no change in the shareholdings of Mr. Chung together with his close associate, the shareholdings of Mr. Chung would be increased to approximately 12.91% of the total number of Shares on exercise in full of the Buy Back Mandate. Therefore, no obligation to make a general offer to Shareholders under Rules 26 and 32 of the Takeovers Code would arise.

6. SHARE BUY BACK MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular. The Company will not purchase its Shares if less than 25% of its issued share is held by the public.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Buy Back Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy Back Mandate is approved by the Shareholders.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy back pursuant to the proposed Buy Back Mandate in accordance with the Listing Rules, the Companies Ordinance and the regulations set out in the Articles of Association.

The following are particulars of the Directors proposed to be re-elected at the AGM.

(1) Fu Yiu Man
Chairman & Executive Director

Mr. Fu, aged 62, joined the Group in July 2016 and has been appointed as Chairman and executive Director in March 2018. Currently, Mr. Fu is the business development director of China Affair Department, a member of the Executive Committee and a director of certain subsidiaries of the Company.

Mr. Fu obtained a bachelor's degree from Wharton Business School of the University of Pennsylvania in the U.S.. He has served in various senior positions in BNP Paribas, Peregrine, Baring Securities, UBS, Citigroup Inc., CCB International and CCB International (China), etc. He served as the vice-president of GCL-Poly Group since November 2013. For the period from March 2014 to June 2016, Mr. Fu had been redesignated as the vice-president of GCL Oil and Gas Company. He was responsible for overseas finance and M&A business for the oil and gas projects of the company. Mr. Fu is an independent non-executive director of Beijing North Star Company Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 588), since May 2015. Mr. Fu has almost 40 years of experience in financial management and securities business. Save as disclosed above, Mr. Fu does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

Mr. Fu has a service contract with VC Services Limited, a wholly owned subsidiary of the Company, which may be terminated by either party by written notice of not less than 6 months and subject to rotation, retirement and re-election at annual general meeting pursuant to Articles of Association. Mr. Fu's monthly salary is HK\$190,000, plus year end discretionary bonus, which is to be determined by the Board or the Remuneration Committee of the Company, payable in February each year. The amount of emoluments is determined by arm-length negotiation between the parties with reference to his duties and responsibilities with the Company, the Company's emolument policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Fu has personal interests of 11,484,000 underlying Shares in respect of the share options granted by the Company pursuant to the share option scheme adopted by the Company on 8 June 2009 within the meaning of Part XV of the SFO.

Mr. Fu has no relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company and there is no other matter which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules.

(2) Mr. Zhou, Francis Bingrong
Vice Chairman & Executive Director

Mr. Zhou, aged 32, joined the Group as Vice Chairman and executive Director in January 2018. Currently, Mr. Zhou is a member of the Executive Committee and a director of certain subsidiaries of the Company. He is the President of Silk Road Energy Services Group Limited (“**Silk Road**”) (Stock Code: 8250), a company listed on the Growth Enterprise Market of the Stock Exchange. Mr. Zhou was Vice Chairman and executive director of Silk Road from 11 March 2016 to 21 January 2018. Prior to joining Silk Road, Mr. Zhou has held senior equity research positions with prominent regional and China-based investment banks, such as China International Capital Corporation (HK) Limited and Daiwa Capital Markets Hong Kong Limited. He also served as Vice President of Financial Planning & Analysis for Galaxy Entertainment Group. Save as disclosed above, Mr. Zhou does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

Mr. Zhou has extensive experience in corporate finance and strategy, financial analysis and the capital markets. He started his career as an M&A Analyst with a boutique investment bank. Mr. Zhou holds a Bachelor of Arts degree in Economics and Asian Studies from Bowdoin College in Brunswick, Maine, United States.

Mr. Zhou has a service contract with VC Services Limited, a wholly owned subsidiary of the Company, which may be terminated by either party by written notice of not less than 6 months and subject to rotation, retirement and re-election at annual general meeting pursuant to Articles of Association. Mr. Zhou’s monthly salary is HK\$120,000, plus year end discretionary bonus, which is to be determined by the Board or the Remuneration Committee of the Company, payable in February each year. The amount of emoluments is determined by arm-length negotiation between the parties with reference to his duties and responsibilities with the Company, the Company’s emolument policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhou does not have any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhou has no relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company and there is no other matter which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules.

**(3) Mr. Lin Hoi Kwong, Aristo
Executive Director**

Mr. Lin, aged 47, joined the Group in January 2014 and has been appointed as the executive Director of the Group in April 2015. Currently, he is a director of China Affair Department, a member of the Executive Committee and a director of certain subsidiaries of the Company. Mr. Lin is a director of China Fortune Foundation Limited and the honorary secretary of Hong Kong Skating Union Limited (the associate member of the Sports Federation and Olympic Committee of Hong Kong). He is also an executive director of Hong Kong Wenchang Natives Association, Commander of Hong Kong Road Safety Patrol of (Kowloon East Region) Railway District and Honorary President of JPC of Tseung Kwan O District. Save as disclosed above, Mr. Lin does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

Mr. Lin holds a Bachelor Degree in Business Administration from the Thames Valley University, United Kingdom and a Master of Science Degree in Marketing from The National University of Ireland. He has over 20 years experience in corporate development and business strategy.

Mr. Lin has a service contract with VC Services Limited, a wholly owned subsidiary of the Company, which may be terminated by either party by written notice of not less than 6 months and subject to rotation, retirement and re-election at annual general meeting pursuant to Articles of Association. Mr. Lin's monthly salary is HK\$136,000, plus year end discretionary bonus, which is to be determined by the Board or the Remuneration Committee of the Company, payable in February each year. The amount of emoluments is determined by arm-length negotiation between the parties with reference to his duties and responsibilities with the Company, the Company's emolument policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lin has personal interests of 14,440,000 underlying Shares in respect of the share options granted by the Company pursuant to the share option scheme adopted by the Company on 8 June 2009 within the meaning of Part XV of the SFO.

Mr. Lin has no relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company and there is no other matter which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules.

(4) Ms. Shen Li
Executive Director

Ms. Shen, aged 45, joined the Group as executive Director in March 2018. Currently, Ms. Shen is a member of the Executive Committee and a director of certain subsidiaries of the Company. She is a non-executive director of Zhong An Real Estate Limited (Stock Code: 672), a company listed on the Main Board of the Stock Exchange, with effect from 22 June 2017.

Ms. Shen graduated from the International Business School of the Shanghai University, with a bachelor of science degree in 1995. Ms. Shen had worked as a staff accountant and an audit senior at Price Waterhouse Da Hua CPAs, as a manager at General Motors (China) Investment Co. Ltd., and as the Controller of Asia Operations at Chrysler Asia Operations. She was the chief executive officer of Credit China Holdings Limited (“**Credit China**”) (now known as Chong Sing Holdings Fintech Group Limited) (Stock Code: 8207), a company listed on the Growth Enterprise Market of the Stock Exchange from January 2010 to July 2014. She was an executive director of Credit China from January 2010 to June 2015. Save as disclosed above, Ms. Shen does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

Ms. Shen has a service contract with VC Services Limited, a wholly owned subsidiary of the Company, which may be terminated by either party by written notice of not less than 6 months and subject to rotation, retirement and re-election at annual general meeting pursuant to Articles of Association. Ms. Shen’s monthly salary is HK\$160,000 and a monthly housing allowance of HK\$50,000, plus year end discretionary bonus, which is to be determined by the Board or the Remuneration Committee of the Company, payable in February each year. The amount of emoluments is determined by arm-length negotiation between the parties with reference to her duties and responsibilities with the Company, the Company’s emolument policy and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Shen does not have any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Ms. Shen has no relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company and there is no other matter which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules.

(5) Mr. Wong Chung Kin, Quentin
Independent Non-executive Director

Mr. Wong, aged 46, joined the Group as the Independent Non-executive Director in March 2012. Mr. Wong is the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee of the Company. He has set up his own practice, Quentin Wong & Co. Certified Public Accountants (Practising) since 1 January 2005. Mr. Wong was an independent non-executive director of China Investment Fund International Holdings Limited (Stock Code: 612), a company listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Wong does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

Mr. Wong is a fellow member of Hong Kong Institute of Certified Public Accountants, The Taxation Institute of Hong Kong, Association of Chartered Certified Accountants and The Society of Chinese Accountants & Auditors. Meanwhile, he is a member of The Institute of Chartered Accountants in England & Wales. Mr. Wong holds a bachelor of Arts degree in Accounting and Financial Management from University of Essex and a master degree of Science in Internal Auditing and Management from The City University, London. He has over 15 years working experience in audit and accounting gained from a sizeable international firm and has had 10 years of practicing experience.

There is no service contract entered into between Mr. Wong and the Company. Mr. Wong is not appointed for a specific term but will be subject to rotation, retirement and re-election at annual general meeting of the Company pursuant to the Articles of Association. The remuneration of Mr. Wong as an independent non-executive Director and committee members of the Company is HK\$216,000 per annum, which is determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wong has personal interest of 500,000 Shares and 400,000 underlying Shares in respect of the share options granted by the Company pursuant to the share option scheme adopted by the Company on 8 June 2009 within the meaning of Part XV of the SFO.

Mr. Wong has no relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company and there is no other matter which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules.



Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the annual general meeting of Value Convergence Holdings Limited (the “**Company**”) will be held at 29th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Thursday, 26 April 2018 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2017.
2. To re-elect directors and to authorize the board of directors to fix the remuneration of directors.
3. To re-appoint auditor and to authorize the board of directors to fix its remuneration.
4. As special business, to consider and, if thought fit, pass the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be bought back pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate number of the shares of the Company in issue at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution), and the said approval shall be limited accordingly;

- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever of the following first occurs:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

“Shares” means shares of all classes in the capital of the Company and other securities which carry a right to subscribe or purchase shares of the Company.”

5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTION

- (I) **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company, to grant rights to subscribe for, or convert any security into, share in the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such power(s) be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant

or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed the aggregate of:

- (aa) 20 per cent of the aggregate number of the shares of the Company in issue at the date of passing this Resolution plus;
 - (bb) (if the directors of the Company are so authorized by a separate resolution of the shareholders of the Company) the number of shares of the Company bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the aggregate number of the shares of the Company in issue at the date of passing this Resolution), and the said approval shall be limited accordingly;
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever of the following first occurs:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; and
- iii. the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

“Shares” means shares of all classes in the capital of the Company and other securities which carry a right to subscribe or purchase shares of the Company.”

- (II) “**THAT** the directors of the Company be and they are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution (I) in item 5 of the notice of this meeting in respect of the shares of the Company referred to in subparagraph (bb) of paragraph (c) of such resolution.”

By Order of the Board of
Value Convergence Holdings Limited
Wong Yee Wah
Company Secretary

Hong Kong, 3 April 2018

Registered Office:

28th Floor, The Centrium
60 Wyndham Street
Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting (or at any adjournment thereof) convened by the notice is entitled to appoint one or more proxies to attend and on a poll vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy must be deposited at the Company’s registered office together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
4. With regard to item 2 above, the Board of Directors of the Company proposes that the retiring Directors, namely, Mr. Fu Yiu Man, Mr. Zhou, Francis Bingrong, Mr. Lin Hoi Kwong, Aristo, Ms. Shen Li and Mr. Wong Chung Kin, Quentin be re-elected as Directors of the Company. Details of these retiring Directors are set out in the Appendix II to the Company’s circular to shareholders dated 3 April 2018.
5. With regard to item 4 above, the Directors wish to draw the attention of the shareholders to the circular which summarises the more important provisions of the Listing Rules relating to the buy back of shares on The Stock Exchange of Hong Kong Limited by a company and will be dispatched to the shareholders together with the annual report of the Company for the year ended 31 December 2017. The present general mandate to repurchase shares given by the shareholders expires at the forthcoming annual general meeting and, accordingly, a renewal of that general mandate is now being sought.
6. With regard to item 5 above, the Directors wish to state that, currently, they have no plans to issue any additional new shares of the Company (other than pursuant to any of items (ii), (iii) or (iv) contained in paragraph (c) of the Resolution 5(I)). The present general mandate to issue shares given by the shareholders expires at the forthcoming annual general meeting and, accordingly, a renewal of that general mandate is now being sought.
7. In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.