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## **Value Convergence Holdings Limited**

*(Incorporated in Hong Kong with limited liability)*

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

(Stock Code: 821)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an extraordinary general meeting (the “**Meeting**”) of Value Convergence Holdings Limited (the “**Company**”) will be held at 29th Floor., The Centrium, 60 Wyndham Street, Central, Hong Kong at 11:00 a.m. on Thursday, 3 May 2018 for the purpose of considering, and if thought fit, passing, with or without amendments or modifications, the following as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the sale and purchase agreement dated 8 March 2018 (the “**Sale and Purchase Agreement**”) entered into between CVP Financial Group Limited as vendor (the “**Vendor**”) and Apex Treasure International Limited, an indirect wholly-owned subsidiary of the Company, as purchaser (the “**Purchaser**”) in relation to the sale and purchase of 18 issued shares of US\$1.00 each in the share capital of Hackett Enterprises Limited for a consideration of HK\$160,000,000 (the “**Acquisition**”), a copy of which has been produced to the Meeting and marked “A” and initialed by the Chairman of the Meeting for the purposes of identification, and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) all the transactions contemplated under the Sale and Purchase Agreement, including but not limited to, the issue of the 3-year two per cent. unsecured convertible bonds in the principal amount of HK\$160,000,000 (the “**Convertible Bonds**”) convertible into new ordinary shares of the Company (the “**Conversion Shares**”) at the conversion price of HK\$1.30 per Conversion Share to satisfy the consideration of the Acquisition, be and are hereby approved;

- (c) conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Conversion Shares, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue the Conversion Shares provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke, any existing or such other general or special mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (d) the Directors be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder, including, without limitation, the issue of the Convertible Bonds.”

By Order of the board of directors of  
**Value Convergence Holdings Limited**  
**Zhou, Francis Bingrong**  
*Vice Chairman & Executive Director*

Hong Kong, 16 April 2018

*Registered Office:*  
28th Floor, The Centrium  
60 Wyndham Street  
Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company’s share registrar and transfer office, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the Meeting or any adjourned meeting thereof should he so wishes.
3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

4. Pursuant to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the resolution set out in this notice of extraordinary general meeting will be put to Shareholders to vote taken by way of a poll.

*As at the date of this announcement, the Board comprises 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.*