

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 3 MAY 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 EGM held on 3 May 2018.

Reference is made to the notice of the extraordinary general meeting (the “**EGM**”) of Value Convergence Holdings Limited (the “**Company**”) dated 16 April 2018 (the “**EGM Notice**”) and the circular of the Company dated 16 April 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 EGM was held at 29th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Thursday, 3 May 2018 at 11:00 a.m. The resolution set out in the 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 EGM and performed calculations to obtain the following poll result 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 EGM Notice. The poll result in respect of the proposed resolution at the 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>“THAT:</p> <p>(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;</p> <p>(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;</p> <p>(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</p>	<p>205,351,990 (99.97%)</p>	<p>52,000 (0.03%)</p>	<p>0 (0%)</p>

<p>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</p> <p>(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.”</p>			
---	--	--	--

Notes:

- (1) As more than 50% of the votes were cast in favour of the resolution by the Shareholders attending the 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 EGM in person or by proxy.

As at the date of the EGM, the total number of issued Shares was 894,816,829. As stated in the Circular, Mr. Ting Pang Wan, Raymond, the ultimate beneficial owner of the Vendor, who to the best of knowledge and information of the Directors, together with his respective associates in aggregate held 48,536,000 Shares (representing approximately 5.42% of the total issued Shares), 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 EGM was 846,280,829 Shares, representing approximately 94.58% of the total issued Shares. 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 EGM.

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

Hong Kong, 3 May 2018

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

Executive Directors:

Mr. Fu Yiu Man (*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, MH

Mr. Siu Miu Man, Simon