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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 “**EGM**”) 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, 14 June 2018 for the purpose of considering, and if thought fit, pass with or without amendments or modifications the following as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) conditional upon The Stock Exchange of Hong Kong Limited granting approval of the listing of and permission to deal in the shares falling to be issued pursuant to the exercise of any options granted under the new share option scheme, the terms of which are contained in the document produced to the EGM marked “A” and initialed by the chairman of the EGM for the purpose of identification (the “**New Share Option Scheme**”), the New Share Option Scheme be approved and adopted as the new share option scheme of the Company and that the directors of the Company be authorized to grant options thereunder and to allot and issue shares pursuant to the New Share Option Scheme and take all such steps as may be necessary or desirable to implement the New Share Option Scheme; and
- (b) the previous share option scheme adopted by the Company on 8 June 2009 (the “**Previous Share Option Scheme**”) be terminated upon the New Share Option Scheme becoming unconditional such that thereafter no further options shall be offered under and/or pursuant to the Previous Share Option Scheme but in all other respects the provisions of the Previous Share Option Scheme shall remain in full force and effect and options granted thereunder prior to such termination shall continue to be valid and exercisable in accordance with their terms of issue.”

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

Hong Kong, 29 May 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 EGM (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) In order to be valid, a form of proxy 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 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, by 11:00 a.m. (Hong Kong time) on Tuesday, 12 June 2018 or not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (3) Where there are joint holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (4) Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
- (5) In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.

As at the date of this announcement, the Board comprises five Executive Directors, namely, Mr. Fu Yiu Man (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.