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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 FIFTH EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an extraordinary general meeting of Value Convergence Holdings Limited (the “**Company**”) will be held at 29th Floor., The Centrium, 60 Wyndham Street, Central, Hong Kong at 10:30 a.m. on Tuesday, 28 August 2018 (the “**Fifth EGM**”) 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 entering into of the sixth deed of variation dated 27 June 2018 (the “**Sixth Deed of Variation**”, a copy of which has been produced to the Fifth EGM and marked “A” and initialed by the Chairman of the Fifth 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, 28 June 2017 and 12 January 2018 respectively) (the “**Placing Agreement**”) 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 3 August 2018 (the “**Circular**”, a copy of which has been produced to the Fifth EGM and marked “B” and initialed by the Chairman of the Fifth EGM for the purposes of identification) and the terms thereof be and are hereby confirmed, approved and ratified;

- (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 Sixth 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 Sixth Deed of Variation shall cease to apply or, as the case may be, be modified accordingly; and
- (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 Sixth 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."

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

Hong Kong, 3 August 2018

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

*Notes:*

1. A member entitled to attend and vote at the extraordinary general 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, in any event by 5:00 p.m. (Hong Kong Time) on Saturday, 25 August 2018 or 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 special general 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. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish.
5. Pursuant to the Listing Rules, 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 seven Executive Directors, namely, Mr. Fu Yiu Man (Chairman), Mr. Tin Ka Pak, Timmy (Chief Executive Officer), Mr. Lin Hoi Kwong, Aristo, Mr. Xie Jintai, Ms. Shen Li, Mr. Zhang Min and Mr. Jiang Tian; and three Independent Non-executive Directors, namely, Mr. Wong Chung Kin, Quentin, Mr. Wong Kam Choi, Kerry, MH and Mr. Siu Miu Man, Simon.*