



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 July 2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Value Convergence Holdings Limited

Date Submitted 3 August 2018

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 821 Description : N/A

	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

(2) Stock code : N/A Description : \_\_\_\_\_

	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) :

N/A

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>894,816,829</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>177,057,846</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,071,874,675</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<b>1.Share Option Scheme</b>						
(08/06/2009)						
<b>ordinary shares</b>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>106,656,000</u>
(Note 1)						
<b>2. Share Option Scheme</b>						
(14/06/2018)						
<b>ordinary shares</b>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
(Note 1)						
<b>3. N/A</b>						
( / / )						
shares						
(Note 1)						
			Total A. (Ordinary shares)	<u>0</u>		
			(Preference shares)	<u>N/A</u>		
			(Other class)	<u>N/A</u>		
Total funds raised during the month from exercise of options (State currency)		<u>0</u>				



## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<b>1. 3-year Zero Interest Unsecured Redeemable Convertible Bonds</b>	<b>HK\$</b>	<b>235,000,000</b>	<b>(100,000,000)</b>	<b>135,000,000</b>	<b>80,000,000</b>	<b>108,000,000</b>
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable ( <i>Note 1</i> )	<u>Ordinary Share</u>					
Subscription price	<u>HK\$1.25</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>(27/12/2017)</u>					
<b>2. 3-year Two Per Cent. Unsecured Convertible Bonds</b>	<b>HK\$</b>	<b>160,000,000</b>	<b>(60,000,000)</b>	<b>100,000,000</b>	<b>46,153,846</b>	<b>76,923,077</b>
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable ( <i>Note 1</i> )	<u>Ordinary Share</u>					
Subscription price	<u>HK\$1.30</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>(03/05/2018)</u>					
<b>3. N/A</b>						
Stock code (if listed)	<u></u>					
Class of shares issuable ( <i>Note 1</i> )	<u></u>					
Subscription price	<u></u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )</u>					
<b>4. N/A</b>						
Stock code (if listed)	<u></u>					
Class of shares issuable ( <i>Note 1</i> )	<u></u>					
Subscription price	<u></u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )</u>					
				Total C. (Ordinary shares)	<u>126,153,846</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. <b>On 21 July 2016, the Company entered into the Placing Agreement with Fortune (HK) Securities Limited (the “Placing Agent”) whereby the Company agreed to place, and the Placing Agent has agreed to act as the agent to the Company to procure on a best effort basis, not less than six Placées, to subscribe for the convertible bonds in the aggregate principal amount of up to HK\$850 million.</b></p> <p><b>The convertible bonds can be converted into ordinary shares at the conversion price of HK\$0.65 each. A maximum of 1,307,692,307 ordinary shares will be issued if the convertible bonds are fully converted.</b></p> <p style="text-align: right;">( 26 / 10 / 2016 )</p> <p style="text-align: right;">ordinary shares (Note 1)</p>	<b>0</b>	<b>1,307,692,307</b>
<p>2. <b>On 29 June 2018, VC Global Investments Limited (the “Purchaser”), an indirect wholly owned subsidiary of the Company, entered into the Sale and Purchase Agreement with Mr. Ting Pang Wan Raymond (the “Vendor”) whereby the Purchaser conditionally agreed to acquire and the Vendor conditionally agreed to sell 100% equity interest in Bright Element Investments Limited (the “Target Company”), of which held a property in Shanghai, PRC and all obligations, liabilities and debts owing by the Target Company to the Vendor at a consideration of HK\$257,200,000. The consideration will be satisfied by way of issue of the 3-year two per cent. unsecured convertible bonds by the Company.</b></p> <p><b>The convertible bonds can be converted into ordinary shares at the conversion price of HK\$1.25 each. A maximum of 205,760,000 ordinary shares will be issued if the convertible bonds are fully converted.</b></p> <p><b>The issuance of the convertible bonds is subject to shareholders’ approval in the extraordinary general meeting.</b></p> <p style="text-align: right;">( / / )</p> <p style="text-align: right;">ordinary shares (Note 1)</p>	<b>0</b>	<b>205,760,000</b>
<p>3. N/A</p> <p style="text-align: right;">( / / )</p> <p style="text-align: right;">ordinary shares (Note 1)</p>		
<p style="text-align: right;">Total D. (Ordinary shares)</p> <p style="text-align: right;">(Preference shares)</p> <p style="text-align: right;">(Other class)</p>	<b>0</b> <b>N/A</b> <b>N/A</b>	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable <u>N/A</u> (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	 
2.	Open offer	At price : State currency _____	Class of shares issuable <u>N/A</u> (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	 
3.	Placing	At price : <b>HK\$</b> <u>1.45</u>	Class of shares issuable <u>Ordinary</u> (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(10/07/2018) (N/A )	 <u>50,904,000</u> <u>0</u>
4.	Bonus issue	At price : State currency _____	Class of shares issuable <u>N/A</u> (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	 

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : ( dd/mm/yyyy ) EGM approval date: ( dd/mm/yyyy )	_____
6.	Repurchase of shares		Class of shares repurchased <u>N/A</u> <i>(Note 1)</i> Cancellation date : ( dd/mm/yyyy ) EGM approval date: ( dd/mm/yyyy )	_____
7.	Redemption of shares		Class of shares redeemed <u>N/A</u> <i>(Note 1)</i> Redemption date : ( dd/mm/yyyy ) EGM approval date: ( dd/mm/yyyy )	_____
8.	Consideration issue	At price : State currency _____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : ( dd/mm/yyyy ) EGM approval date: ( dd/mm/yyyy )	_____

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	<p>Class of shares issuable <u>N/A</u> (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>		
10. Other (Please specify)	<p>At price : State currency _____</p> <p>Class of shares issuable <u>N/A</u> (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>		
		Total E. (Ordinary shares) <b>50,904,000</b>	
		(Preference shares) <u>N/A</u>	
		(Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<b>177,057,846</b>
	(2)	<b>0</b>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<b>0</b>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<b>0</b>
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

