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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 of Value Convergence Holdings Limited (the “**Company**”) will be held at 29/F., The Centrium, 60 Wyndham Street, Central, Hong Kong at 11:30 a.m. on Wednesday, 26 October 2016 (the “**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

1. “**THAT:**

- (a) the entering into of the joint venture agreement dated 21 July 2016 entered into among VC Brokerage Limited, 廣西金融投資集團有限公司 (transliterated as Guangxi Financial Investment Group Company Limited), 廣西瀚德集團有限公司 (transliterated as Guangxi Hande Group Company Limited) and 北京合源融金股權投資中心（有限合夥）(transliterated as Beijing Heyuan Finance Equity Investment Centre (limited partnership)) (the “**Joint Venture Agreement**”, a copy of which has been produced to the EGM and marked “A” and initialled by the Chairman of the EGM for the purposes of identification) in relation to the establishment of 金港證券股份有限公司 (transliterated as Jingang Securities Company Limited) (the “**JV Company**”), details of which are set out in the circular of the Company dated 26 September 2016 (the “**Circular**”, a copy of which has been produced to the EGM and marked “B” and initialled by the Chairman of the EGM for the purposes of identification) and the terms thereof be and are hereby confirmed, approved and ratified;

- (b) all the transactions contemplated under the Joint Venture Agreement including but not limited to the capital contribution by VC Brokerage Limited into the JV Company be and are hereby confirmed, approved and ratified; and
- (c) any one or more directors of the Company (“**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 JV Agreement and any transactions contemplated thereunder.

2. “**THAT:**

- (a) the entering into of the placing agreement dated 21 July 2016 supplemented and amended by the deed of variation dated 20 September 2016 (the “**Placing Agreement**”, a copy of which has been produced to the EGM and marked “C” and initialled by the Chairman of the EGM for the purposes of identification) between the Company as the issuer and Fortune (HK) Securities Limited as the placing agent in respect of the best effort placing of up to aggregate principal amount of HK\$850 million of 2% convertible bonds due 2018 (the “**Convertible Bonds**”), details of which are set out in the Circular and the terms thereof be and are hereby confirmed, approved and ratified;
- (b) subject to the conditions precedent to the Placing (as defined in the Circular) having been satisfied or waived pursuant to the terms of the Placing Agreement within three months from the date of the EGM:
 - (i) the issue of the Convertible Bonds by the Company to the pursuant to the terms of the Placing Agreement;
 - (ii) the issue and allotment by the Company of the Conversion Shares (as defined in the Circular) from time to time upon exercise of the conversion rights under the Convertible Bonds; and
 - (iii) the execution by the Company of the Convertible Bonds as deeds and the affixing of the Company’s common seal to the Convertible Bonds in accordance with the provisions of the Company’s articles of association

be and are hereby approved; 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 any transactions contemplated thereunder, including but not limited to the approval of any non-material amendments to the form of the Conversion Bonds 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
Tin Ka Pak, Timmy
Chief Executive Officer and Executive Director

Hong Kong, 26 September 2016

Principal 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 registered office at 28th Floor, The Centrium, 60 Wyndham Street, Central, 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 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 resolutions 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 of Directors comprises five Executive Directors, namely, Mr. Tin Ka Pak, Timmy (Chief Executive Officer), Mr. Chau King Fai, Philip, Ms. So Wai Yee, Betty (Chief Financial Officer), Mr. Lin Hoi Kwong, Aristo and Mr. Xie Jintai; one Non-executive Director, Mr. Chung Chi Shing, Eric; and three Independent Non-executive Directors, namely, Mr. Ip Chun Chung, Robert, Mr. Wong Chung Kin, Quentin and Mr. Wong Kam Choi, Kerry, MH.