

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)

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 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong on Thursday, 2 March 2023 at 11:00 a.m. for the purpose of considering, and if thought fit, with or without amendments or modifications, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the agreement dated 25 November 2022 (the “**Sale and Purchase Agreement**”, a copy of which is marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM)) entered into between Anli Holdings Limited (the “**Vendor**”) and VC Financial Group Limited (the “**Purchaser**”), pursuant to which the Vendor conditionally agreed to sell to the Purchaser, and the Purchaser conditionally agreed to purchase from the Vendor, the entire portfolio of 7,775,000 issued ordinary shares in Anli Asset Management Limited and the entire portfolio of 100 management shares in Anli Investment Fund SPC (the “**Acquisition**”) at the consideration of HK\$15,000,000 (the “**Consideration**”), and subject to the fulfilment of the conditions of the earnout, the Vendor shall be entitled to the earnout of not more than HK\$25,000,000 (the “**Earnout**”), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) subject to the fulfilment or waiver of the conditions precedent set out in the Sale and Purchase Agreement, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) which shall entitle the Directors to exercise all the powers of the Company to allot and issue 92,421,442 new shares (the “**Shares**”) of the Company (the “**Consideration Shares**”) at the issue price of HK\$0.1623 per Share (the “**Issue Price**”) to the Vendor to settle the Consideration in accordance with the terms and conditions of the Sale and Purchase Agreement and to allot and issue up to 154,035,736 new Shares (the “**Further Shares**”) at the Issue Price to settle the Earnout to which the Vendor may be entitled, with the quantum of the Earnout to be determined according to the relevant formula as set out in the Sale and Purchase Agreement, in accordance with the terms and conditions of the Sale and Purchase Agreement; and
- (c) any one of the Directors be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Sale and Purchase Agreement and all transactions contemplated thereunder, including the issue and allotment of the Consideration Shares and the Further Shares, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Sale and Purchase Agreement) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 14 February 2023

Registered office:
6th Floor, Centre Point
181-185 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting (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. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy must be deposited at the Company's registered office 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, not less than 48 hours before the time for holding the meeting or adjourned meeting.
4. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the EGM or any adjourned meeting thereof should he so wishes.
5. In accordance with the Listing Rules, voting on the above resolution will be taken by poll.
6. Given the ever-evolving COVID-19 pandemic, in order to facilitate the prevention of spread of COVID-19 and safeguard the health and safety of the shareholders, the Company strongly recommends shareholders to exercise their rights to vote at the above meeting by appointing the chairman of meeting as their proxies and to return their forms of proxy as early as possible, instead of attending the meeting in person.
7. Due to the ever-evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the above meeting arrangements at short notice. Shareholders are advised to check the Stock Exchange's website at www.hkexnews.hk or the Company's website at www.vcgroupp.com.hk for further announcements and updates on the above meeting arrangements that may be issued.

As at the date of this notice, the Board comprises five executive Directors, namely, Mr. Fu Yiu Man, Peter (Chairman), Mr. Wong Kam Fat, Tony (Vice chairman), Mr. Lin Hoi Kwong, Aristo, Ms. Li Cindy Chen and Mr. Zhang Nu; and three independent non-executive Directors, namely, Mr. Wong Chung Kin, Quentin, Mr. Siu Miu Man, Simon, MH and Mr. Au Tin Fung, Edmund.

PRECAUTIONARY MEASURES FOR THE EGM

Please see page 1 of the circular of the Company dated 14 February 2023 for various measures that might be implemented by the Company at the EGM to try to prevent and control the spread of COVID-19 in view of the latest developments (including relevant regulatory restrictions as imposed by the Hong Kong Government) and in addition to the hygiene measures that may be implemented by Centre Point. Possible precautionary measures include but are not limited to:

- (1) Compulsory body temperature check for each attendee
- (2) Mandatory wearing of a surgical face mask throughout the meeting by each attendee
- (3) No provision of refreshments or beverages
- (4) No distribution of corporate gift

Any person who does not comply with the precautionary measures on the date of the EGM or has close contact with any person with confirmed case will be denied entry into the meeting venue. The Company strongly recommends shareholders to exercise their rights to vote at the EGM by appointing the chairman of the EGM as their proxies and to return their forms of proxy by the time specified above, instead of attending the EGM in person.