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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 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong on Tuesday, 4 April 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 a special resolution of the Company:

#### **SPECIAL RESOLUTION**

**“THAT:**

- (a) the amendments to the existing articles of association of the Company (the “**Articles of Association**”) set out in Appendix to the circular dated 10 March 2023 which contains this notice be and are hereby approved and that the amended and restated articles of association of the Company (the “**New Articles of Association**”) in the form of the document marked “A” and produced to the EGM for the purpose of identification signed by the chairman of the EGM be approved and adopted as the New Articles of Association in substitution for, and to the exclusion of, the Articles of Association with immediate effect; and
- (b) any one director of the Company be and is hereby authorised to do all such further acts and execute all such documents and make all such arrangements as he/she shall, in his/her absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the aforesaid adoption of the New Articles of Association.”

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

Hong Kong, 10 March 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 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 or her 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 EGM (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 EGM 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/her so wishes.
5. In accordance with the Listing Rules, voting on the above resolution will be taken by poll.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions" after super typhoons is in effect any time at or before 8 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an notice on the websites of the Company at [www.vcgroup.com.hk](http://www.vcgroup.com.hk) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the Board comprises five executive directors of the Company, 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 of the Company, namely, Mr. Wong Chung Kin, Quentin, Mr. Siu Miu Man, Simon, MH and Mr. Au Tin Fung, Edmund.*