

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

Website: <http://www.vcgroup.com.hk>

(Stock Code: 821)

FURTHER EXTENSION OF PLACING PERIOD AND LONG STOP DATE OF PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

Placing Agent



VC Brokerage Limited

References are made to the announcement of Value Convergence Holdings Limited (the “**Company**”) dated 25 September 2023 in relation to, amongst other, the placing of convertible bonds under general mandate and the announcement of the Company dated 13 October 2023 in relation to the extension of the Placing Period and the Long Stop Date (collectively, the “**Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless the context requires otherwise.

FURTHER EXTENSION OF PLACING PERIOD AND LONG STOP DATE

Pursuant to the Placing Agreement as revised and supplemented by the Addendum (the “**Revised Placing Agreement**”), the Placing Period will expire on 27 October 2023 while the Long Stop Date will fall on 3 November 2023.

As additional time is required for the Placing Agent to procure investors to subscribe for the Convertible Bonds, on 27 October 2023 (after trading hours), the Company and the Placing Agent entered into a second addendum to the Revised Placing Agreement (the “**Second Addendum**”), pursuant to which the Company and the Placing Agent mutually agree to further extend (a) the Placing Period to 10 November 2023 (or such later date as the Parties may agree in writing), and (b) the Long Stop Date to 17 November 2023 (or such later date as the Parties may agree in writing) (collectively, the “**Further Revision**”), and the Parties execute the Second Addendum to further revise and supplement the Revised Placing Agreement so as to implement and effectuate the Further Revision with immediate effect.

The Revised Placing Agreement and the Second Addendum shall be read and construed as one instrument in regulating and supervising the Placing. The provisions of the Second Addendum shall prevail in the event of any conflict or inconsistency between the Second Addendum and the Revised Placing Agreement.

Save as and subject only to the variations under the Second Addendum contained and such other alterations (if any) as may be necessary to make the Revised Placing Agreement consistent with the Further Revision, all other terms and conditions of the Revised Placing Agreement shall remain in full force and effect and shall be read and construed and be enforceable as if the terms of the Second Addendum were inserted in the Placing Agreement by way of addition or substitution, as the case may be.

Shareholders and potential investors of the Company should note that the Closing is subject to the fulfillment of the conditions precedent under the Revised Placing Agreement (as further revised and supplemented by the Second Addendum). As the Placing may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 27 October 2023

As at the date of this announcement, 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.