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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

EXTENSION OF SHARE PLACING PERIOD AND SHARE CLOSING DATE OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



VC Brokerage Limited

Reference is made to the announcement of Value Convergence Holdings Limited (the “**Company**”) dated 22 February 2024 (the “**Announcement**”) in relation to, amongst other, the placing of new shares under general mandate. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

EXTENSION OF SHARE PLACING PERIOD AND SHARE CLOSING DATE

Pursuant to the Share Placing Agreement, the Share Placing Period shall be the period commencing forthwith upon the execution of the Share Placing Agreement and expiring on 8 March 2024 or such later date as the Share Placing Parties may agree in writing and the Share Closing Date shall be 15 March 2024 (or such later date as the Share Placing Parties may agree in writing).

As additional time is required for the Placing Agent to procure investors to subscribe for the Placing Shares, on 8 March 2024 (after trading hours), the Company and the Placing Agent entered into an addendum to the Share Placing Agreement dated 22 February 2024 (the “**Addendum**”), pursuant to which the Company and the Placing Agent mutually agree to extend (a) the Share Placing Period to 5 April 2024 (or such later date as the Share Placing Parties may agree in writing); and (b) the Share Closing Date to 12 April 2024 (or such later date as the Share Placing Parties may agree in writing) (collectively, the “**Revision**”), and the Share Placing Parties execute the Addendum to revise and supplement the Share Placing Agreement so as to implement and effectuate the Revision with immediate effect.

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

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

Shareholders and potential investors of the Company should note that the Share Placing Completion is subject to the fulfillment of the conditions precedent under the Share Placing Agreement (as revised and supplemented by the Addendum). As the Share 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, 8 March 2024

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.