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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board wishes to inform the Shareholders and potential investors that after a preliminary review of the Group's unaudited consolidated management accounts for the Period, the Group's unaudited consolidated results are expected to record a loss for the Period as compared to the profit recorded in the corresponding period in 2011.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Value Convergence Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that after a preliminary review of the Group's unaudited consolidated management accounts for the six months ended 30 June 2012 (the “**Period**”), the Group's unaudited consolidated results are expected to record a loss for the Period as compared to the profit recorded in the corresponding period in 2011. The loss was mainly attributable to the reduction in revenue generated from the Group's financial services business due to the poor global and local economic and market conditions.

The profit warning announcement is only a preliminary assessment by the Board based on the information currently available. The Company is in process of finalizing the Group's results for the Period. Shareholders and potential investors are advised to read carefully the announcement of the results of the Company for the six months ended 30 June 2012, which is expected to be announced in August 2012.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the board of
Value Convergence Holdings Limited
Ha Shu Tong
Chief Executive Officer & Executive Director

Hong Kong, 27 July 2012

As at the date of this announcement, the Board comprises seven executive Directors, namely, Mr. Ha Shu Tong (Chief Executive Officer), Mr. Chau King Fai, Mr. Cheng Tze Kit, Larry (Chief Investment Officer), Ms. So Wai Yee, Betty (Chief Financial Officer), Ms. Lam Yuk Ying, Elsa, Mr. Zhou Wentao and Mr. Tin Ka Pak; one non-executive Director, namely, Ms. Wang Ying; and three independent non-executive Directors, namely, Mr. Lam Kwok Hing, Wilfred, Mr. Ip Chun Chung, Robert and Mr. Wong Chung Kin, Quentin.