

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name : **Value Convergence Holdings Limited**

Stock code (ordinary shares) : **8101**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 30 April 2008.

A. General

Place of incorporation : Hong Kong

Date of initial listing on GEM : 9 April 2001

Name of Sponsor(s) : N/A

Names of directors : Executive Directors:-
Mr. Patrick Sun
Mr. Tsui Che Yin, Frank

Non-executive Directors:-
Mr. Ho, Lawrence Yau Lung
Dr. Lee Jun Sing

Independent Non-executive Directors:-
Mr. Sham Sui Leung, Daniel
Dr. Tyen Kanhee, Anthony
Mrs. Chu Ho Miu Hing

Name(s) of substantial shareholder(s) : <i>Name</i> (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	<i>Number of shares</i> (Approximately effective percentage of shareholding)
Melco Financial Group Limited (<i>Note</i>)	160,930,381 (43.36%)
Melco International Development Limited (<i>Note</i>)	160,930,381 (43.36%)

Note:

Melco International Development Limited is deemed, by virtue of the provisions of Part XV of the Securities and Futures Ordinance, to be interested in the shares held by Melco Financial Group Limited, a wholly-owned subsidiary of Melco International Development Limited. These shares represent the same interest and are therefore duplicated between Melco Financial Group Limited and Melco International Development Limited.

Name(s) of company(ies) listed on GEM or : N/A
the Main Board of the Stock Exchange
within the same group as the Company

Financial year end date	: 31 December
Registered address	: 28/F., The Centrium, 60 Wyndham Street, Central, Hong Kong
Head office and principal place of business	: 28/F., The Centrium, 60 Wyndham Street, Central, Hong Kong
Web-site address (if applicable)	: www.valueconvergence.com
Share registrar	: Tricor Abacus Limited 26 th Floor, Tesbury Centre 28 Queen's Road East Wanchai, Hong Kong
Auditors	: Deloitte Touche Tohmatsu

B. Business activities

The Group (including the Company and its subsidiaries) is engaged in securities, futures and option contracts brokerage mainly on the Stock Exchange of Hong Kong and the provision of other related financial services including margin financing, securities underwriting, placing arrangement, assets management and corporate finance advisory services focusing on the markets in Hong Kong, Macau and the PRC.

C. Ordinary shares

Number of ordinary shares in issue	:	371,169,772 shares
Par value of ordinary shares in issue	:	HK\$0.10
Board lot size (in number of shares)	:	4,000 shares
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. Other securities

Number of share options granted and outstanding	:	7,055,748
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Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Ho, Lawrence Yau Lung

Patrick Sun

Tsui Che Yin, Frank

Lee Jun Sing

Sham Sui Leung, Daniel

Tyen Kanhee, Anthony

Chu Ho Miu Hing