

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.



Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Value Convergence Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that to further enhance the corporate governance of the Company so as to comply with the relevant requirements of the applicable laws of Hong Kong and the Listing Rules (in particular, Appendix 3 to the Listing Rules, as amended with effect from 1 January 2022), the Board proposes to amend and restate the existing articles of association of the Company (the “**Articles of Association**”) for the purposes of, among others, (i) bringing the Articles of Association in line with the amendments made to the Listing Rules and applicable laws of Hong Kong; (ii) providing flexibility to the Company in relation to the conduct and postponement of general meetings as well as ensuring the security and orderly conduct of general meetings; and (iii) incorporating certain housekeeping amendments (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the amended and restated articles of association of the Company (the “**New Articles of Association**”) which consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Articles of Association.

The Proposed Amendments and the proposed adoption of the New Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the extraordinary general meeting to be convened by the Company (the “**EGM**”). A circular containing, among others, details of the Proposed Amendments and the proposed adoption of the New Articles of Association and a notice convening the EGM will be despatched to the Shareholders in due course.

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

Hong Kong, 3 March 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.