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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 MAY 2023

References are made to the circular (the “**Circular**”) and notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of Value Convergence Holdings Limited (the “**Company**”) dated 28 April 2023. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise.

The Board is pleased to announce the poll results of the AGM held on 31 May 2023 as follows:-

Resolutions (<i>Note (a)</i>)		Number of Votes % in approximate (<i>Note (b)</i>)	
		For	Against
Ordinary Resolutions			
1.	To consider and receive the audited consolidated financial statements and the directors’ and auditor’s reports of the Company for the year ended 31 December 2022.	895,893,496 (100%)	0 (0%)
2.(I)(a)	To re-elect Mr. Fu Yiu Man, Peter as an executive Director.	895,893,496 (100%)	0 (0%)
2.(I)(b)	To re-elect Mr. Wong Kam Fat, Tony as an executive Director.	895,893,496 (100%)	0 (0%)
2.(I)(c)	To re-elect Mr. Lin Hoi Kwong, Aristo as an executive Director.	895,893,496 (100%)	0 (0%)
2.(I)(d)	To re-elect Mr. Wong Chung Kin, Quentin as an independent non-executive Director.	895,893,496 (100%)	0 (0%)

Resolutions (Note (a))		Number of Votes % in approximate (Note (b))	
		For	Against
2.(I)(e)	To re-elect Mr. Au Tin Fung, Edmund as an independent non-executive Director.	895,893,496 (100%)	0 (0%)
2.(II)	To authorise the board of directors to fix the remuneration of Directors.	895,893,496 (100%)	0 (0%)
3.	To re-appoint SHINEWING (HK) CPA Limited as auditor and authorise the Board to fix its remuneration.	895,893,496 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to buy back Shares.	895,893,496 (100%)	0 (0%)
5.(I)	To grant a general mandate to the Directors to issue new Shares.	891,565,496 (99.52%)	4,328,000 (0.48%)
5.(II)	To extend the general mandate granted to the Directors to issue new Shares.	891,565,496 (99.52%)	4,328,000 (0.48%)
6.(I)	To consider and approve the proposed adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme.	891,565,496 (99.52%)	4,328,000 (0.48%)
6.(II)	To consider and approve the adoption of the sublimit on the total number of Shares that may be issued in respect of all options and awards to be granted to service providers under all the share schemes of the Company of 1% of the total number of Shares in issue on the date of approval of the New Share Option Scheme.	891,565,496 (99.52%)	4,328,000 (0.48%)

Notes:

- (a) The description of the resolutions above are by way of summary only. The full text appears in the Notice.
- (b) The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the AGM in person or by proxy.
- (c) As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 6(II), resolutions numbered 1 to 6(II) were all duly passed as ordinary resolutions.
- (d) The total number of Shares in issue as at the date of the AGM was 2,471,023,040 Shares.

- (e) The total number of Shares entitling the holders to attend and vote on the resolutions at the AGM was 2,471,023,040 Shares.
- (f) There were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (g) No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (h) None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (i) The Company’s share registrar, Tricor Abacus Limited, acted as the scrutineer for the vote-taking at the AGM.
- (j) There was no Share actually voted but excluded from calculating the poll results of the resolutions.
- (k) All Directors attended the AGM in person or by electronic means.

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

Hong Kong, 31 May 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.