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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

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

Placing Agent



VC Brokerage Limited

References are made to the announcement of Value Convergence Holdings Limited (the “**Company**”) dated 22 February 2024 in relation to, amongst other, the placing of new shares under general mandate and the announcements of the Company dated 8 March 2024 and 5 April 2024 in relation to extension of Share Placing Period and Share Closing Date (collectively, the “**Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless the context requires otherwise.

FURTHER EXTENSION OF SHARE PLACING PERIOD AND SHARE CLOSING DATE

Pursuant to the Share Placing Agreement as revised and supplemented by the Addendum and the Second Addendum (the “**Second Revised Share Placing Agreement**”), the Share Placing Period will expire on 26 April 2024 and the Share Closing Date will fall on 3 May 2024.

As additional time is required for the Placing Agent to procure investors to subscribe for the Placing Shares, on 26 April 2024 (after trading hours), the Company and the Placing Agent entered into a third addendum to the Second Revised Share Placing Agreement (the “**Third Addendum**”), pursuant to which the Company and the Placing Agent mutually agree to further extend (a) the Share Placing Period to 17 May 2024 (or such later date as the Share Placing Parties may agree in writing); and (b) the Share Closing Date to 24 May 2024 (or such later date as the Share Placing Parties may agree in writing) (collectively, the “**Third Revision**”), and the Share Placing Parties execute the Third Addendum to further revise and supplement the Second Revised Share Placing Agreement so as to implement and effectuate the Third Revision with immediate effect.

The Second Revised Share Placing Agreement and as further revised and supplemented by the Third Addendum shall be read and construed as one instrument in regulating and supervising the Share Placing. The provisions of the Third Addendum shall prevail in the event of any conflict or inconsistency between the Third Addendum and the Second Revised Share Placing Agreement.

Save as and subject only to the variations contained under the Third Addendum and such other alterations (if any) as may be necessary to make the Second Revised Share Placing Agreement consistent with the Third Revision, all other terms and conditions of the Second Revised 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 Third Addendum were inserted in the Second Revised 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 Second Revised Share Placing Agreement (as revised and supplemented by the Third 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, 26 April 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.