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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

EXTENSION OF LONG STOP DATE OF PLACING OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

Placing Agent



VC Brokerage Limited

References are made to the announcements of Value Convergence Holdings Limited (the “**Company**”) dated 22 February 2024 and 13 March 2024, the circular of the Company dated 22 May 2024 (the “**Circular**”) and the poll results announcement of the Company dated 6 June 2024 in relation to, amongst other, the placing of convertible bonds under specific mandate. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

EXTENSION OF THE CB PLACING LONG STOP DATE

Pursuant to the CB Placing Agreement, the CB Placing Long Stop Date shall be 14 June 2024 (or such later date as may be agreed by the CB Placing Parties in writing).

As additional time is required for the fulfillment of the conditions precedent under the CB Placing Agreement, on 14 June 2024 (after trading hours), the Company and the Placing Agent entered into an addendum to the CB Placing Agreement dated 22 February 2024 (the “**Addendum**”), pursuant to which the Company and the Placing Agent mutually agree to extend the CB Placing Long Stop Date to 12 July 2024 (or such later date as may be agreed by the CB Placing Parties in writing) (the “**Revision**”), and the CB Placing Parties execute the Addendum to revise and supplement the CB Placing Agreement so as to implement and effectuate the Revision with immediate effect.

The CB Placing Agreement and the Addendum shall be read and construed as one instrument in regulating and supervising the CB Placing. The provisions of the Addendum shall prevail in the event of any conflict or inconsistency between the Addendum and the CB Placing Agreement.

Save as and subject only to the variations contained under the Addendum and such other alterations (if any) as may be necessary to make the CB Placing Agreement consistent with the Revision, all other terms and conditions of the CB Placing Agreement shall remain in full force and effect and shall be read and construed and be enforceable as if the terms of the Addendum were inserted in the CB Placing Agreement by way of addition or substitution, as the case may be.

Shareholders and potential investors of the Company should note that the CB Placing Closing is subject to the fulfillment of the conditions precedent under the CB Placing Agreement (as revised and supplemented by the Addendum). As the CB 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. 14 June 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.