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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 24 JULY 2025; (II) EFFECTIVE DATE OF THE SHARE CONSOLIDATION; (III) EFFECTIVE DATE OF THE CHANGE IN BOARD LOT SIZE; AND (IV) ADJUSTMENTS TO OTHER SECURITIES OF THE COMPANY

References are made to the circular of Value Convergence Holdings Limited (the "**Company**") dated 8 July 2025 (the "**Circular**") and the proposed ordinary resolution (the "**Resolution**") set out in the notice of the extraordinary general meeting (the "**EGM**") of the Company dated 8 July 2025 (the "**EGM Notice**"). Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the EGM was held at 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong on Thursday, 24 July 2025 at 11:00 a.m. The Resolution was duly passed by the Shareholders by way of poll. The Company's share registrar, Tricor Investor Services Limited, was appointed as the scrutineer for the vote-taking at the EGM.

The poll results in respect of the Resolution put to vote at the EGM are set out as follows:

Ordinary Resolution[(Note 1)]	**Number of votes (% in approximate)**[(Note 2)]	
	For	**Against**
To approve the Share Consolidation of every ten (10) Existing Shares in issue be consolidated into one (1) Consolidated Share and to authorise any one of the Directors to do all such acts and things, to sign and execute such documents or agreements on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of implementing and giving effect to or in connection with the Share Consolidation.	691,440,000 (99.99%)	290 (0.01%)

Notes:

(1) The description of the Resolution above is by way of summary only. The full text appears in the EGM Notice.

(2) The percentage of voting is based on the total number of Shares held by the Shareholders who attended and voted at the EGM in person or by proxy.

(3) There was no Share actually voted but excluded from calculating the poll results of the Resolution.

As more than 50% of the votes were cast in favour of the Resolution by the Shareholders attending the EGM, in person or by proxy, the Resolution was duly passed as an ordinary resolution.

As at the date of the EGM, the total number of Shares in issue was 2,473,523,040, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution at the EGM. There was no Share entitling the holder to attend and abstain from voting in favour of the Resolution at the EGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required under the Listing Rules to abstain from voting on the Resolution at the EGM. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the Resolution at the EGM.

All Directors attended the EGM either in person or through electronic means of communication.

EFFECTIVE DATE OF THE SHARE CONSOLIDATION

As all of the conditions of the Share Consolidation as stated in the Circular have been fulfilled, the Share Consolidation will become effective on Monday, 28 July 2025. Please refer to the Circular for the details, including the trading arrangement, the Change in Board Lot Size, the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation. The Shareholders should note that, upon the Share Consolidation becoming effective, new share certificates of the Company will be issued in light blue colour, while the existing share certificates in light pink colour will cease to be valid for delivery, trading and settlement purposes after 4:10 p.m. on Friday, 29 August 2025, but will remain good evidence of legal title.

EFFECTIVE DATE OF THE CHANGE IN BOARD LOT SIZE

As a result of the Share Consolidation becoming effective, the Change in Board Lot Size will come into effect on Monday, 11 August 2025. The board lot size for trading on the Stock Exchange will be changed from 4,000 Existing Shares to 8,000 Consolidated Shares. The original counter for trading in the Consolidated Shares in the new board lot size of 8,000 Consolidated Shares will re-open at 9:00 a.m. on Monday, 11 August 2025. For details of the trading arrangement, please refer to the Circular and the expected timetable therein.

ADJUSTMENTS TO OTHER SECURITIES OF THE COMPANY

Adjustments to the Share Options

As at the date of this announcement, there are 126,200,000 outstanding Share Options entitling the holders to subscribe for 126,200,000 Existing Shares under the Share Option Scheme. As a result of the Share Consolidation becoming effective, the exercise prices and the number of the Consolidated Shares to be issued upon exercise of the outstanding Share Options will be adjusted in accordance with the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Supplementary Guidance on Main Board Listing Rule 17.03(13) and the Note Immediately after the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020 and updated in January 2023 (the "**Supplementary Guidance**") in the following manner:

	Before adjustment		**After adjustment**	
Particular	**Exercise price per Existing Share**	**Number of Existing Shares to be allotted and issued upon full exercise**	**Exercise price per Consolidated Share**	**Number of Consolidated Shares to be allotted and issued upon full exercise**
Share Options	HK$0.145	126,200,000	HK$1.45	12,620,000

Note:

As at the date of this announcement, the Company did not have any other share schemes except for the New Share Option Scheme, and no share options has been granted under the New Share Option Scheme. The number of Shares available for grant under the scheme mandate limit of the New Share Option Scheme is 247,102,304 Existing Shares. Upon the Share Consolidation becoming effective, i.e. 28 July 2025, the number of Shares available for grant under the scheme mandate limit of the New Share Option Scheme will be 24,710,230 Consolidated Shares.

The adjustments to the Share Options shall take effect immediately after the Share Consolidation becoming effective. Save for the above adjustments, all other terms and conditions of the Share Option Scheme remain unchanged.

Prism Hong Kong Limited, the auditor of the Company has certified in writing to the Board that the adjustments made to the exercise price of the outstanding Share Options and the number of Consolidated Shares to be issued upon full exercise of the outstanding Share Options are in compliance with (i) the terms and conditions of the Share Option Scheme; (ii) Rule 17.03(13) of the Listing Rules; and (iii) the Supplementary Guidance.

Adjustments to the Convertible Bonds and the 2025 CB

As at the date of this announcement, there are (i) outstanding Convertible Bonds in the principal amount of HK$14,400,000; and (ii) outstanding 2025 CB in the principal amount of HK$5,000,000. Assuming full conversion of the above convertible bonds, an aggregate of 269,000,000 Existing Shares may be allotted and issued by the Company upon exercise of the conversion rights attaching to the above convertible bonds. Pursuant to the instruments of the Convertible Bonds and the 2025 CB, the conversion price and the number of Shares to be converted under the above convertible bonds will be adjusted in the following manner as a result of the Share Consolidation:

		Before adjustment		**After adjustment**	
Particulars	**Principal amount**	**Conversion price per Existing Share**	**Number of Existing Shares to be allotted and issued upon full conversion**	**Conversion price per Consolidated Share**	**Number of Consolidated Shares to be allotted and issued upon full conversion**
Convertible Bonds	HK$14,400,000	HK$0.10	144,000,000	HK$1.00	14,400,000
2025 CB	HK$5,000,000	HK$0.04	125,000,000	HK$0.40	12,500,000

The above adjustments to the outstanding convertible bonds shall take effect from Monday, 28 July 2025, being the effective date of the Share Consolidation. Save for the above adjustments, all other terms and conditions of the outstanding convertible bonds remain unchanged.

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

Hong Kong, 24 July 2025

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Fu Yiu Man, Peter (Chairman), Mr. Wong Kam Fat, Tony (Vice Chairman), Mr. Lin Hoi Kwong, Aristo, and Ms. Li Cindy Chen; and three independent non-executive Directors, namely, Mr. Wong Chung Kin, Quentin, Mr. Siu Miu Man, Simon, MH and Mr. Au Tin Fung, Edmund.