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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)
Website: http://www.vcgroup.com.hk
(Stock Code: 821)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A, 17.06B and 17.06C of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The board (the "**Board**") of directors (the "**Directors**", and each a "**Director**") of Value Convergence Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") hereby announces that on 26 January 2026, the Company offered to grant 24,700,000 share options (the "**Options**") to certain eligible participants (the "**Grantees**") to subscribe for ordinary shares in the share capital of the Company (the "**Shares**") under the share option scheme adopted by the Company on 31 May 2023 (the "**Share Option Scheme**"), subject to the acceptance of the Options by the Grantees and payment of HK$1.00 by each Grantee upon acceptance of the Options.

Details of the Options granted are set out below:

Date of grant	:	26 January 2026 (the "**Date of Grant**")
Number and description of Grantees	:	42 persons being the Directors, directors of certain subsidiaries of the Company and the employees of the Group
Number of Options granted	:	24,700,000 Options (each Option shall entitle the Grantees to subscribe for one Share)
Exercise price of the Options granted	:	HK$0.295 per Share, which is the higher of (i) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant, being HK$0.295); and

(ii) the average of the closing prices of the Shares as stated in the daily quotations sheet issued by the Stock Exchange for the five business days immediately preceding the Date of Grant, being HK$0.295;

Validity period of the Options	:	The Options shall be valid for 4 years commencing from the Date of Grant, subject to the vesting conditions as stated in the offer letter and the provisions for early termination contained in the Share Option Scheme
Vesting period of the Options	:	100% of Options granted shall be vested to the Grantees on 27 January 2027.
Performance target and clawback mechanism	:	There is no performance target nor clawback mechanism attached to the Options. The purpose of the Share Option Scheme is to motivate and retain the grantees by allowing them to enjoy the results of the Group attained through their efforts and contributions to the Group. Having considered that (i) the Grantees are the Directors, directors of certain subsidiaries of the Company and employees of the Group who will contribute directly to the overall business performance, sustainable development and/or good corporate governance of the Group, and (ii) the Options are subject to certain vesting conditions and terms of the Share Option Scheme, which already covers situations where the Options will lapse in the event that the Grantees cease to be the Directors, directors of certain subsidiaries of the Company or employees of the Group, the remuneration committee of the Company and the Board believe that without additional performance target and clawback mechanism, the grant of the Options could align the interests of the Grantees with that of the Company and the shareholders of the Company, provide incentive to the Grantees to devote to the future continuous competitiveness, results of operation and growth of the Company, and reinforce their commitment to long term services of the Company, which is in line with the purpose of the Share Option Scheme.
Financial assistance	:	The Group has not provided any financial assistance to the Grantees to facilitate the purchase of Shares under the Share Option Scheme.

Among the Options granted above, a total of 7,600,000 Options were granted to the Directors with details as follows:

Name of Director	Position	Maximum number of Shares to be issued upon exercise of the Options granted	Approximate % to the total issued share capital of the Company as at the date of this announcement
Mr. Zhang Li	Executive Director	2,000,000	0.61%
Mr. Wong Kam Fat, Tony	Executive Director	1,000,000	0.30%
Mr. Fu Yiu Man, Peter	Executive Director	1,000,000	0.30%
Mr. Lin Hoi Kwong	Executive Director	1,000,000	0.30%
Ms. Li Cindy Chen	Executive Director	1,000,000	0.30%
Mr. Chai Nan	Executive Director	1,000,000	0.30%
Mr. Wong Chung Kin, Quentin	Independent non-executive Director	200,000	0.06%
Mr. Siu Miu Man, MH	Independent non-executive Director	200,000	0.06%
Mr. Au Tin Fung, Edmund	Independent non-executive Director	200,000	0.06%

The grant of the Options to the Directors has been approved by Independent non-executive Directors pursuant to Rule 17.04(1) of the Listing Rules and the grant of the Options to the Grantees was approved by the Board, save that each Director (including the Independent non-executive Directors) has abstained from voting on the relevant resolutions relating to the grant of Options to themselves.

The remaining 17,100,000 Options were granted to 33 persons who are directors of certain subsidiaries of the Company and the employees of the Group.

Save as disclosed above, none of the other Grantees is a chief executive or substantial shareholder of the Company, nor an associate (as defined in the Listing Rules) of any of them.

Following the grant of Options as described above together with the share options previously granted in January 2023 (excluding any share options lapsed in accordance with the share option scheme adopted on 14 June 2018 and was terminated by the shareholders of the Company at the annual general meeting of the Company held on 31 May 2023), the total number of Shares available for future grant under the Share Option Scheme is 10,230 Shares.

LISTING RULES IMPLICATIONS

Pursuant to Rule 17.04(1) of the Listing Rules and the terms of the Share Option Scheme, each grant of Options to a Director of the Company must be approved by independent non-executive directors. Accordingly, the grant of Options was approved by the independent non-executive directors.

Save as disclosed above, the other Grantees are the directors of certain subsidiaries of the Company and the employees of the Group. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, none of the Grantees is (i) a chief executive or substantial shareholder of the Company, or an associate (as defined under the Listing Rules) of any of them, or otherwise a connected person of the Company; or (ii) a related entity participant or a service provider of the Company. The above grant would not result in the share options granted and to be granted to each Grantee in the 12-month period up to and including the date of such grant in aggregate to exceed 1% of the Shares in issue.

By order of the Board of
Value Convergence Holdings Limited
Zhang Li
Chairman & Executive Director

Hong Kong, 26 January 2026

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