THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Value Convergence Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, the licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of Value Convergence Holdings Limited (the "**Company**") to be held at 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong on Wednesday, 3 June 2026 at 11:00 a.m. is set out on pages III-1 to III-5 of this circular.

Whether or not you are able to attend and/or vote at the annual general meeting of the Company in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting of the Company or any adjournment thereof (as the case may be) should you so wish.

30 April 2026

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company to be held on Wednesday, 3 June 2026 at 11:00 a.m. at 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Associate(s)"	has the meaning ascribed thereto in the Listing Rules
"Auditor"	the auditor of the Company
"Board"	the board of Directors
"Business Day(s)"	a day (excluding Saturday, Sunday, public holiday) and on which no tropical cyclone warning No. 8 or above is hoisted, no "black rainstorm warning signal" is issued and no "extreme conditions" is announced in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) and on which licensed banks in Hong Kong are open for general banking business
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
"Company"	Value Convergence Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	24 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"%"	per cent.

Value Convergence Holdings Limited

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

Executive Directors
Mr. Zhang Li *(Chairman)*
Mr. Wong Kam Fat, Tony *(Vice chairman)*
Mr. Fu Yiu Man, Peter
Mr. Lin Hoi Kwong
Mr. Chai Nan

Independent Non-executive Directors
Mr. Wong Chung Kin, Quentin
Mr. Siu Miu Man, MH
Mr. Au Tin Fung, Edmund

Registered Office
6th Floor,
Centre Point
181-185 Gloucester Road
Wanchai
Hong Kong

30 April 2026

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM, including (i) the ordinary resolution granting the Directors general mandates to issue and buy back Shares; (ii) the ordinary resolution proposing re-election of Directors; and (iii) to give you notice of the AGM at which the ordinary resolutions as set out in the notice of the AGM will be proposed.

2. GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 30 June 2025, ordinary resolutions were passed giving general mandates to the Directors (i) to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at 30 June 2025 and to extend the general mandate to allot Shares by adding bought back securities to the 20% general mandate; and (ii) to purchase or otherwise acquire Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at 30 June 2025. These general mandates will lapse upon the conclusion of the AGM. It is therefore proposed to seek Shareholders' approval at the AGM to renew these general mandates.

The resolution set out in item 4 of the notice of the AGM, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to buy back Shares up to 10% of the total number of Shares in issue at the date of passing the resolutions (the "**Buy Back Mandate**") before the Company's next annual general meeting. A statement explaining the Buy Back Mandate in accordance with the Listing Rules is set out in Appendix I to this circular.

The resolution set out in item 5 of the notice of the AGM, if passed, will give the Directors a general mandate to allot, issue and deal with new Shares up to 20% of the total number of Shares in issue at the date of passing the resolutions (the "**Issue Mandate**"). Based on the number of Shares as at the Latest Practicable Date, the Issue Mandate would give the Directors the authority to issue 65,859,444 Shares.

The Issue Mandate and the Buy Back Mandate will continue to be in force from the passing of the said resolutions until whichever the following first occurs:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; or

(iii) the revocation or variation of the authority given under such ordinary resolutions by an ordinary resolution or ordinary resolutions of the Shareholders in general meeting.

The purpose of the Issue Mandate and the Buy Back Mandate was to enable the Directors to issue additional Shares and to buy back Shares should the need arise. The Directors have no present intention to exercise the general mandates to issue Shares and to buy back Shares.

3. RE-ELECTION OF DIRECTORS

The Board currently consists of 8 Directors, including 5 executive Directors, namely, Mr. Zhang Li (Chairman), Mr. Wong Kam Fat, Tony (Vice chairman), Mr. Fu Yiu Man, Peter, Mr. Lin Hoi Kwong and Mr. Chai Nan; and 3 independent non-executive Directors, namely, Mr. Wong Chung Kin, Quentin, Mr. Siu Miu Man, MH and Mr. Au Tin Fung, Edmund.

Pursuant to Article 96 of the Articles of Association, any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. In accordance with this article, Mr. Zhang Li and Mr. Chai Nan shall retire at the AGM, and being eligible, offer themselves for re-election.

Pursuant to Article 105 of the Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office. The Directors to retire every year shall be those who have been longest in office since their last election. In accordance with this article, no director shall retire at the AGM, and being eligible, offer themselves for re-election.

Following Ms. Li Cindy Chen's resignation as executive Director on 21 April 2026, the board of a listed issuer must have directors of different genders and hence the Company fails to meet the requirement of Rule 13.92 of the Listing Rules; and the number of members of the nomination committee of the Company did not have a member of a different gender required under code provision B.3.5 of the corporate governance code as set out in Appendix C1 of Listing Rules. The Board is in the process of identifying a suitable female candidate to fill the vacancies as soon as possible, within three months, as required by the Listing Rules.

Pursuant to B.2.3 of Part 2 of the Corporate Governance Code contained in Appendix C1 of the Listing Rules, if an independent non-executive director serves more than 9 years, his/her further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH have served as independent non-executive Directors for more than 9 years and shall retire at the AGM, and being eligible, offer themselves for re-election.

The nomination committee of the Company has assessed the independence of Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH, during a meeting held in December 2025, where the following were discussed:

- Throughout their directorship with the Company, they has not been involved in the daily operation of the Company nor in any relationship or circumstances which would affect their independent judgement and they have been able to provide independent and professional views to the Company's affairs.

- They have participated in Board meetings and Board committee meetings to offer impartial advice and exercise independent judgement, and have attended general meetings of the Company to gain a balanced understanding of the Shareholders' views.

- The continuous appointment of Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH, as independent non-executive Directors will help to maintain the stability of the Board as they have, over time, gained valuable insight into the business strategy and policies of the Group.

- They have never engaged in any executive management of the Group. Taking into consideration the independence nature of their roles and duties in the past years, they are considered to be independent under the Listing Rules despite their years of services with the Company.

In view of the professional qualifications and extensive experience of Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH in the financial advisory field and in corporate management and business strategy, the Board believes that they are capable of providing constructive contributions in relation to the Company's affairs.

During 2025, the nomination committee of the Company reviewed the structure, size and diversity of the Board to ensure that its composition complies with the requirements of the Listing Rules and reflects an appropriate mix of skills, knowledge, experience and diversity that are relevant to the Company's strategy, governance and business and contribute to the Board's effectiveness and efficiency. Given that each of the Directors eligible for re-election at the AGM has different background and expertise and brings his/her valuable experience to the Board, the Board considers that each of them contributes to the diversity of the Board.

Each of Mr. Wong Chung Kin, Quentin, Mr. Siu Miu Man, MH and Mr. Au Tin Fung, Edmund being an independent non-executive Director eligible for re-election at the AGM, has provided an annual written confirmation of independence, having regard to the independence guidelines under rule 3.13 of the Listing Rules.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Zhang Li and Mr. Chai Nan as executive Directors; and Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH as independent non-executive Directors. Brief biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

4. ANNUAL GENERAL MEETING

Appendix III on pages III-1 to III-5 of this circular contains the AGM notice, which specifies resolutions to be proposed to the Shareholders as ordinary business (being adoption of the audited consolidated financial statements and the directors' and auditor's reports of the Company for the year ended 31 December 2025, re-election of Directors and fixing of remuneration of the Directors, the re-appointment of Auditor and fixing of its remuneration), and as special business (being grant of the Issue Mandate and the Buy Back Mandate and the extension of the Issue Mandate). Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll and results of the poll must be announced. The chairman of the meeting will at the AGM demand, pursuant to Article 76 of the Articles of Association, poll voting on all resolutions set out in the notice of the AGM. Consequently, all the resolutions proposed at the AGM would be voted upon by the Shareholders by poll.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it in accordance with the instructions printed thereon to the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

No Shareholder has any material interests in the proposed adoption of the audited consolidated financial statements and the directors' and auditor's reports of the Company for the year ended 31 December 2025; the re-election of Directors and fixing of the remuneration of Directors; the re-appointment of Auditor and fixing of its remuneration; and the grant of the Issue Mandate and the Buy Back Mandate and the extension of the Issue Mandate. Accordingly, no Shareholder is required to abstain from voting at the AGM in respect of the resolutions to be proposed at the AGM.

5. RECOMMENDATION

The Board believes that the proposed resolutions as set out in the notice of AGM, including, among other things, the re-election of Directors and the grant of Issue Mandate and Buy Back Mandate and the extension of Issue Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

This Appendix serves as an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy Back Mandate and also constitutes the memorandum required under section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 329,297,219 Shares. Subject to the passing of the ordinary resolution and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Buy Back Mandate to buy back a maximum of 32,929,721 Shares, representing 10% of the total number of Shares in issue at the date of passing the resolution.

2. REASON FOR BUY BACK

The Directors believe that the flexibility afforded by the Buy Back Mandate would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years and if there are occasions in future when depressed market conditions arise, buy back of Shares may support the Share price and lead to an enhancement of the net asset value of the Company and/or its earnings per Share. It will then be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company.

3. FUNDING OF SHARE BUY BACK

Buy back would be funded entirely from the Company's available cash which will be fund legally available for the purpose and in accordance with the Companies Ordinance and the Articles of Association.

There might have material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2025) in the event that the Buy Back Mandate was to be exercised in full at any time during the proposed buy back period. However, the Directors do not propose to exercise the Buy Back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date:

Month	Highest	Lowest
	HK$	*HK$*
2025		
May	0.340	0.280
June	0.510	0.270
July	0.530	0.320
August	0.690	0.475
September	0.650	0.455
October	0.540	0.345
November	0.460	0.340
December	0.360	0.320
2026		
January	0.430	0.260
February	0.370	0.305
March	0.355	0.270
April (up to the Latest Practicable Date)	0.290	0.260

5. EFFECT OF TAKEOVERS CODE

If as a result of buy back of Shares by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder, or a group of shareholders acting in concert (within the meaning of the term under the Takeovers Code), depending on the level of increase in the shareholder's or shareholder group's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As as the Latest Practicable Date, the only substantial shareholder of the Company is Mr. Chung Chi Shing, Eric who is holding 33,940,800 Shares representing approximately 10.31% and 11.45% of the entire issued Shares before and after the exercise of Buy Back Mandate in full; whereas the public float amounted to approximately 89.07% and 87.86% of the entire issued Shares before and after the exercise of Buy Back Mandate.

On the basis that the issued share capital of the Company remains unchanged and no Shares are repurchased prior and on the date of the AGM, the Directors are not aware of any consequence that would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Buy Back Mandate is exercised in full.

The Directors have no present intention to buy back the Shares to the extent that (i) it will trigger the obligations under the Takeovers Code to make a mandatory offer or (ii) the number of Shares in the hands of public will fall below the prescribed minimum level of 25%.

6. SHARE BUY BACK MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular. The Company will not purchase the Shares if less than 25% of its issued share is held by the public.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Buy Back Mandate is approved by the Shareholders, to sell Shares to the Company.

No connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy Back Mandate is approved by the Shareholders.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy back pursuant to the proposed Buy Back Mandate in accordance with the Listing Rules, the Companies Ordinance and the regulations set out in the Articles of Association.

The following are particulars of the Directors proposed to be re-elected at the AGM.

(1) Mr. Zhang Li
Chairman and Executive Director

Mr. Zhang, aged 53, joined the Group and has been appointed as the Chairman and Executive Director in October 2025. Currently, Mr. Zhang is the chairman of the Executive Committee.

Mr. Zhang obtained a Bachelor's degree in Marketing from Northwest University of Political Science and Law (西北政法大學) ("**NWUPL**") (previously Northwest School of Political Science and Law (西北政法學院)) in 1998. He is currently an executive director of China International Development Corporation Limited (Stock Code: 264) and an independent non-executive director of Ta Yang Group Holdings Limited (Stock Code: 1991). He was appointed as (i) an executive director and the co-chairman from April 2016 to July 2016 of Daohe Global Group Limited (Stock code: 915); (ii) an executive director from April 2018 to September 2019 of Renaissance Asia Silk Road Group Limited (Stock code: 274); (iii) a non-executive director from June 2021 to September 2022 of Kelfred Holdings Limited (Stock code: 1134); and (iv) an executive director and a co-chairman from July 2023 to May 2024 of China First Capital Group Limited (Stock code: 1269). All companies are listed on the Main Board of the Stock Exchange of Hong Kong. Mr. Zhang also served as a non-executive director from October 2019 to November 2019, and redesignated as an executive director from November 2019 to February 2023 of Madison Holdings Group Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8057). He has extensive experience in finance and capital markets. He has been engaged in the investment and management business in the financial market for more than 20 years, focusing on securities investment and investment banking.

Mr. Zhang has a service agreement with the Company, which may be terminated by either party by written notice of not less than one month and subject to rotation, retirement and re-election at annual general meeting pursuant to the Articles of Association. Mr. Zhang is entitled to a director's remuneration of HK$100,000 per month. The amount of emolument is determined by arm-length negotiation between the parties with reference to his duties and responsibilities with the Company, the Company's emolument policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhang does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Zhang has no relationship with any Director, senior management, substantial or controlling shareholder of the Company and there is no other matter which needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(2) Mr. Chai Nan
Executive Director

Mr. Chai, aged 41, joined the Group as Executive Director in November 2025. Mr. Chai holds master degrees in Physics and in Financial Math and Statistics from The Hong Kong University of Science and Technology. Mr. Chai was an independent non-executive director of Zhong Ji Longevity Science Group Limited, the company is listed on Main Board of the Stock Exchange of Hong Kong Limited (Stock code: 767) from May 2021 to April 2022. Mr. Chai worked for prominent China-based and regional investment banks and has extensive experience in investment, private equity, corporate finance and capital markets.

Mr. Chai has a service agreement with the Company which may be terminated by either party by written notice of not less than one months and subject to rotation, retirement and re-election at annual general meeting pursuant to Articles of Association. Mr. Chai is entitled to a director's remuneration of HK$50,000 per month. The amount of emolument is determined by arm-length negotiation between the parties with reference to his duties and responsibilities with the Company, the Company's emolument policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chai does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Chai has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company and there is no other matter which needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(3) Mr. Wong Chung Kin, Quentin
Independent Non-executive Director

Mr. Wong, aged 54, joined the Group as Independent Non-executive Director in March 2012. Mr. Wong is the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee of the Company. He has set up his own practice, Quentin Wong & Co. Certified Public Accountants (Practising) since 1 January 2005, and set up Quentin Wong & Co. CPA Limited in 2020. Mr. Wong was an independent non-executive director of Creative Enterprises Holdings Limited (Stock Code: 3992), a company listed on the Main Board of the Stock Exchange, from November 2018 to October 2021.

Mr. Wong is a fellow member of Hong Kong Institute of Certified Public Accountants, The Taxation Institute of Hong Kong, Association of Chartered Certified Accountants and The Society of Chinese Accountants & Auditors. Meanwhile, he is a fellow member of The Institute of Chartered Accountants in England & Wales. Mr. Wong holds a bachelor of Arts degree in Accounting and Financial Management from University of Essex and a master degree of Science in Internal Auditing and Management from The City University, London. He has over 20 years working experience in audit and accounting gained from a sizeable international firm and has had over 15 years of practicing experience.

There is no service contract entered into between Mr. Wong and the Company. Mr. Wong is not appointed for a specific term but will be subject to rotation, retirement and re-election at annual general meeting of the Company pursuant to the Articles of Association. The remuneration of Mr. Wong as independent non-executive Director and committee members of the Company is HK$18,000 per month, which is determined by reference to his duties and responsibilities with the Company, the Company's emoluments policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wong has personal interest of 500,000 Shares. Save as disclosed above, Mr. Wong does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Wong has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company and there is no other matter which needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(4) Mr. Siu Miu Man, MH
Independent Non-executive Director

Mr. Siu, aged 68, joined the Group as Independent Non-executive Director in October 2016 (Tenure: 9 years). He is the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company.

Mr. Siu graduated from The Hong Kong Polytechnic University with a Polytechnic Associateship in Building Technology and Management and a Master of Science in Electronic Commerce. He is a corporate member of the Hong Kong Institution of Engineers, Hong Kong Institute of Surveyors (General Practice Stream), Royal Institution of Chartered Surveyors (General Practice Stream) and Chartered Institute of Arbitrator. Mr. Siu is an Authorized Person under the Hong Kong Building Ordinance of the Government of the HKSAR. He is also a Registered Professional Engineer (Building Stream) and a Registered Professional Surveyor (General Practice Stream).

Currently, Mr. Siu is an independent non-executive director of HG Semiconductor Limited (Stock Code: 6908). He was an executive director from September 2025 to January 2026 and re-designated as an non-executive director in January 2026 of China International Development Corporation Limited (Stock Code: 264). Both companies listed on the Main Board of the Stock Exchange of Hong Kong. He is also a director of DBG Technology Co., Ltd. (Stock Code: 300735), a company listed on Shenzhen Stock Exchange. Meanwhile, Mr. Siu is also a director of a consultancy firm and engineering firm. He was an independent non-executive director, and later on redesignated as an executive director, of Asia Energy Logistics Group Limited (Stock Code: 351), from August 2016 to March 2018 and from March 2018 to November 2018, respectively. Mr. Siu was also an independent non-executive director of Sheung Yue Group Holdings Limited (Stock Code: 1633) from October 2016 to January 2018. Both companies above are listed on the Main Board of the Stock Exchange. Mr. Siu was also an independent non-executive director of Well Link Securities Holdings Limited (Stock Code: 8350), a company listed on the GEM of the Stock Exchange of Hong Kong from December 2017 to December 2023. He had served in many public listed companies as senior management and has over 30 years of managerial experience in general management, commerce, banking, finance, real estate development and construction business.

Mr. Siu is actively participating in public affairs and charitable activities. He is the vice president of the Association of Hong Kong Professionals and the Hong Kong Real Property Federation, the honorary president of the Hong Kong Kowloon City Industry and Commerce Association and the chairman of the Building Healthy Kowloon City Association. Due to his dedicated service to local community, he was conferred the Medal of Honour (M.H.) by The Government of the HKSAR in 2019.

There is no service contract entered into between Mr. Siu and the Company. Mr. Siu is not appointed for a specific term but will be subject to rotation, retirement and re-election at annual general meeting of the Company pursuant to the Articles of Association. The remuneration of Mr. Siu as independent non-executive Director and committee members of the Company is HK$18,000 per month, which is determined by reference to his duties and responsibilities with the Company, the Company's emoluments policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Siu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Siu has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company and there is no other matter which needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Value Convergence Holdings Limited

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the annual general meeting of Value Convergence Holdings Limited (the "**Company**") will be held at 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong on Wednesday, 3 June 2026 at 11:00 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2025.

2. To re-elect directors of the Company (the "**Directors**") and to authorise the board of Directors (the "**Board**") to fix the remuneration of Directors.

3. To re-appoint auditor and to authorise the Board to fix its remuneration.

4. As special business, to consider and, if thought fit, pass the following resolution as ordinary resolution:

ORDINARY RESOLUTION

"**THAT**:

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be bought back pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate number of the shares of the Company in issue at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution), and the said approval shall be limited accordingly;

(c) for the purposes of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever of the following first occurs:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; and

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

"Shares" means shares of all classes in the capital of the Company and other securities which carry a right to subscribe or purchase shares of the Company."

5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTION

(I) "**THAT**:

(a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company, to grant rights to subscribe for, or convert any security into, share in the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such power(s) be and it is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed the aggregate of:

(aa) 20 per cent of the aggregate number of the shares of the Company in issue at the date of passing this Resolution plus;

(bb) (if the Directors are so authorized by a separate resolution of the shareholders of the Company) the number of shares of the Company bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the aggregate number of the shares of the Company in issue at the date of passing this Resolution), and the said approval shall be limited accordingly;

(d) for the purposes of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever of the following first occurs:

i. the conclusion of the next annual general meeting of the Company;

ii. the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; and

iii. the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

"Rights Issue" means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

"Shares" means shares of all classes in the capital of the Company and other securities which carry a right to subscribe or purchase shares of the Company."

(II) "**THAT** the Directors be and they are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution (I) in item 5 of the notice of this meeting in respect of the shares of the Company referred to in subparagraph (bb) of paragraph (c) of such resolution."

By Order of the Board of
Value Convergence Holdings Limited
Lai Choi Ling
Company Secretary

Hong Kong, 30 April 2026

Registered Office:
6th Floor, Centre Point
181-185 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting (or at any adjournment thereof) convened by the notice is entitled to appoint one or more proxies to attend and on a poll vote in his stead. A proxy need not be a member of the Company.

2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.

3. In order to be valid, a form of proxy must be deposited at the Company's registered office together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.

4. With regard to item 2 above, the Board proposes that the retiring Directors, namely, Mr. Zhang Li, Mr. Chai Nan, Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH, be re-elected as Directors. Details of these retiring Directors are set out in the Appendix II to the Company's circular to shareholders dated 30 April 2026.

5. With regard to item 4 above, the Directors wish to draw the attention of the shareholders to the circular which summarises the more important provisions of the Listing Rules relating to the buy back of shares on the Stock Exchange by a company and will be dispatched to the shareholders. The present general mandate to repurchase shares given by the shareholders expires at the forthcoming annual general meeting and, accordingly, a renewal of that general mandate is now being sought.

6. With regard to item 5 above, the Directors wish to state that, currently, they have no plans to issue any additional new shares of the Company (other than pursuant to any of items (ii), (iii) or (iv) contained in paragraph I of the Resolution 5(I)). The present general mandate to issue shares given by the shareholders expires at the forthcoming annual general meeting and, accordingly, a renewal of that general mandate is now being sought.

7. In accordance with the Listing Rules, voting on the above resolutions will be taken by poll.

8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions" after super typhoons is in effect any time at or before 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.vcgroup.com.hk and the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises five executive Directors, namely, Mr. Zhang Li (Chairman), Mr. Wong Kam Fat, Tony (Vice chairman), Mr. Fu Yiu Man, Peter, Mr. Lin Hoi Kwong 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.