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Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE AND CLARIFICATION ANNOUNCEMENT

Placing Agent



VC Brokerage Limited

Reference is made to the announcement of Value Convergence Holdings Limited (the “**Company**”) dated 12 June 2026 in relation to the Placing (the “**Announcement**”). Capitalised terms used herein, unless otherwise defined, shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions precedent set out in the Placing Agreement have been satisfied or fulfilled and the Completion took place on 6 July 2026. A total of 41,788,000 Placing Shares have been successfully placed to not less than six Placees at the Placing Price of HK\$0.218 per Placing Share and none of the Placees has become a substantial shareholder (as defined in the Listing Rules) of the Company forthwith upon the Completion. The 41,788,000 Placing Shares represent (i) approximately 12.69% of the total number of issued Shares immediately before the Completion; and (ii) approximately 11.26% of the total number of issued Shares as enlarged by the allotment and issue of the 41,788,000 Placing Shares.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners (if any) are individual, institutional or professional investor who are (i) independent of the Company (and the Group), its connected person(s) and their respective associate(s), and (ii) independent of and not parties acting in concert with any persons, other Placee(s) or Shareholders to the effect that any Placing to such investor shall not trigger any mandatory offer obligation under Rule 26.1 of the Takeovers Code.

The net issue price per Placing Share (after deducting the placing commission and all related expenses) is approximately HK\$0.213 per Placing Share. The gross proceeds from the Placing is approximately HK\$9.1 million. The Company intends to use the net proceeds from the Placing (after deducting the commission payable to the Placing Agent, professional fees and other related costs and expenses incurred in the Placing) of approximately HK\$8.9 million for general working capital including but not limited to rental and salary expenses.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) immediately before the Completion; and (ii) immediately after the Completion:

Shareholders	(i) Immediately before the Completion		(ii) Immediately after the Completion	
	<i>Number of Shares</i>	<i>Approximate</i>	<i>Number of Shares</i>	<i>Approximate</i>
<i>Directors</i>				
Mr. Wong Chung Kin, Quentin (Note 1)	50,000	0.02%	50,000	0.01%
Mr. Fu Yiu Man, Peter (Note 1)	2,000,000	0.61%	2,000,000	0.54%
Sub-total	2,050,000	0.63%	2,050,000	0.55%
<i>Substantial Shareholder</i>				
Mr. Chung Chi Shing (Note 2)	33,940,800	10.31%	33,940,800	9.15%
Sub-total	33,940,800	10.31%	33,940,800	9.15%
The Placee(s)	–	–	41,788,000	11.26%
Public Shareholders	293,306,419	89.06%	293,306,419	79.04%
Total	<u>329,297,219</u>	<u>100.00%</u>	<u>371,085,219</u>	<u>100.00%</u>

Notes:

1. As at the date of this announcement, Mr. Wong Chung Kin, Quentin is beneficially interested in 50,000 Shares, and a total of 200,000 share options granted by the Company under the share option scheme on 26 January 2026 and Mr. Fu Yiu Man, Peter is beneficially interested in 2,000,000 Shares, and a total of 1,000,000 share options granted by the Company under the share option scheme on 26 January 2026.
2. As at the date of this announcement, Mr. Chung Chi Shing is beneficially interested in 33,940,800 Shares.

CLARIFICATION

The Company wishes to clarify that the “the maximum number of new Shares that could be issued by the Company under the General Mandate” as stated in the Announcement should be 65,859,443 Shares instead of 65,859,444 Shares, which is due to rounded figure.

Saved as disclosed above, all other information in the Announcement shall remain unchanged.

By order of the Board of
Value Convergence Holdings Limited
Wong Kam Fat, Tony
Co-Chairman & Executive Director

Hong Kong, 6 July 2026

As at the date of this announcement, the Board comprises five executive Directors, namely, Mr. Wong Kam Fat, Tony (Co-Chairman), Mr. Zhang Li (Co-Chairmen), 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.