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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 REPURCHASE AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the annual general meeting of Value Convergence Holdings Limited (the “**Company**”) to be held at 29th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Thursday, 3 June 2010 at 10:30 a.m. is set out on pages 17 to 20 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the registered office of the Company at 28th Floor, The Centrium, 60 Wyndham Street, Central, 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 attending and voting at the meeting or any adjournment thereof (as the case may be) should you so wish.

23 April 2010

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## DEFINITIONS

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*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 Thursday, 3 June 2010 at 10:30 a.m. at 29th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 32) of the Laws of Hong Kong
“Company”	Value Convergence Holdings Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance, whose shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Share Option Scheme”	the share option scheme adopted by the Company on 29 November 2001 and terminated on 15 August 2008
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	mean 16 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“2009 Share Option Scheme”	the share option scheme adopted by the Company on 8 June 2009

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## DEFINITIONS

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“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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### Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock code: 821)

Dr. Lee Jun Sing\* (Chairman)  
Mr. Lam Cho Ying, Terence Joe# (Chief Executive Officer)  
Mr. Chau King Fai, Philip#  
Mr. Cheng Tze Kit, Larry# (Chief Investment Officer)  
Ms. So Wai Yee, Betty# (Chief Financial Officer)  
Ms. Wang Ying\*  
Mr. Lam Kwok Hing, Wilfred+  
Mr. Tse On Kin+  
Mr. Lam Ka Wai, Graham+

Registered Office:  
28th Floor, The Centrium  
60 Wyndham Street  
Central  
Hong Kong

# Executive Director  
\* Non-executive Director  
+ Independent Non-executive Director

23 April 2010

To the Shareholders

Dear Sir or Madam,

### **GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

#### **2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

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 repurchase Shares up to 10% of the aggregate nominal amount of the Company's issued share capital (the "Repurchase Mandate") before the Company's next annual general meeting. A statement explaining the Repurchase Mandate in accordance with the Listing Rules is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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At the AGM, resolution set out in item 5 of the notice of the AGM will be proposed which, if passed, will give the Directors a general mandate to issue new Shares representing up to (i) 20% of the aggregate nominal amount of the Company's issued share capital at the date of passing the resolutions, (based on the number of issued shares of the Company as at the Latest Practicable Date, the mandate would give the Directors to issue 77,006,165 Shares) and (ii) the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of such resolutions (the "**Issue Mandate**").

The Issue Mandate and the Repurchase 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 of the Company in general meeting.

With respect to the Issue Mandate and the Repurchase Mandate, the Directors confirm that they have no current intention of exercising them.

### 3. RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, including four executive Directors, namely, Mr. Lam Cho Ying, Terence Joe (Chief Executive Officer), Mr. Chau King Fai, Philip, Mr. Cheng Tze Kit, Larry (Chief Investment Officer) and Ms. So Wai Yee, Betty (Chief Financial Officer), two non-executive Directors, namely, Dr. Lee Jun Sing (Chairman) and Ms. Wang Ying, and three independent non-executive Directors, namely, Mr. Lam Kwok Hing, Wilfred, Mr. Tse On Kin and Mr. Lam Ka Wai, Graham.

Pursuant to Article 92 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 provision, Mr. Lam Cho Ying, Terence Joe, Mr. Chau King Fai, Philip, Mr. Cheng Tze Kit, Larry, Ms. So Wai Yee, Betty, Ms. Wang Ying, Mr. Lam Kwok Hing, Wilfred, Mr. Tse On Kin and Mr. Lam Ka Wai, Graham shall retire at the forthcoming annual general meeting, and being eligible, offer themselves for re-election.

Pursuant to Article 101 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 provision, Dr. Lee Jun Sing shall retire at the forthcoming annual general meeting, and being eligible, offer himself for re-election.

Brief biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

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## LETTER FROM THE BOARD

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### 4. ANNUAL GENERAL MEETING

Appendix III on pages 17 to 20 of this circular contains the AGM Notice, which specifies resolutions to be proposed to the Shareholders as ordinary business (being adoption of the audited financial statements and the directors' and auditor's reports of the Company for the year ended 31 December 2009, re-election of Directors, fixing of remuneration of Directors and re-appointment of auditor and fixing of their remuneration) and as special business (being grant of the Issue Mandate and the Repurchase Mandate and 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 73 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 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 registered office of the Company at 28th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for the AGM. 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 financial statements and the directors' and auditor's reports of the Company for the year ended 31 December 2009; the re-election of Directors; the fixing of remuneration of Directors; the re-appointment and fixing of remuneration of auditor; the grant of the Issue Mandate and the Repurchase 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 re-election of Directors, granting of Issue Mandate and Repurchase Mandate and extension of Issue Mandate as set out in the notice of the AGM are in the best interests of the Company and its Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### 6. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

By Order of the Board of  
**Value Convergence Holdings Limited**  
**Lam Cho Ying, Terence Joe**  
*Chief Executive Officer & Executive Director*

This Appendix serves as an explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate and also constitutes the memorandum required under section 49BA of the Companies Ordinance.

## **1. THE LISTING RULES**

The Listing Rules permit a company with a primary listing on the Stock Exchange to repurchase its securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

- (a) The shares to be repurchased by a company must be fully paid-up.
- (b) The company has previously sent to its shareholders an explanatory statement complying with the Listing Rules.
- (c) All on-mark repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the Company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 385,030,829 Shares. Subject to the passing of the ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 38,503,082 Shares (representing 10% of the aggregate nominal amount of the Company's issued share capital at the date of passing the resolution).

## **3. REASON FOR PURCHASE**

The Directors believe that the flexibility afforded by the Repurchase 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, repurchases of Shares may support the share prices 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.

## **4. FUNDING OF REPURCHASES**

Repurchase would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for the purpose and in accordance with the Companies Ordinance and the memorandum and articles of association of the Company.

The Companies Ordinance provides that the amount of capital repaid in connection with a share repurchase may only be paid from the distributable profits of the company or from the proceeds of a new issue of shares made for the purpose. The Companies Ordinance further provides that the amount of premium payable on repurchase may only be paid out of the distributable profits of the company. Where the repurchased shares were issued at a premium, any premium payable on repurchase may be paid out of the proceeds of a fresh issue of shares made for the purposes of the share repurchase up to certain limits specified by the Companies Ordinance.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2009) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect 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.

## 5. 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:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2009</b>		
April	0.72	0.44
May	0.92	0.51
June	0.92	0.75
July	0.86	0.73
August	1.05	0.85
September	2.35	0.87
October	1.86	1.51
November	2.16	1.76
December	2.19	1.66
<b>2010</b>		
January	1.93	1.67
February	1.73	1.58
March	2.02	1.38
April (up to the Latest Practicable Date)	2.75	1.86

**6. EFFECT OF TAKEOVERS CODE**

If as a result of a share repurchase, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition 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. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeover Code as a consequence of any purchase pursuant to the Repurchase Mandate.

**7. SHARE PURCHASE MADE BY THE COMPANY**

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

**8. 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 associates has any present intention, in the event that the Repurchase Mandate is approved by 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 Repurchase Mandate is approved by the Shareholders.

**9. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, the Companies Ordinance and the regulations set out in the memorandum and articles of association of the Company.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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

**(1) Dr. Lee Jun Sing**  
**Non-executive Director (Chairman)**

Dr. Lee, aged 63, one of the founders of the Company, joined the Company in January 2000 and was appointed as the Chairman on 23 September 2009. Before acting as non-executive director of the Company in August 2006, Dr. Lee served as an executive director of the Company. Dr. Lee is currently a director of numerous companies including iSinolaw Limited and Bio-Cancer Treatment International Limited. Save as disclosed above, Dr. Lee does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

Dr. Lee graduated with a Doctor of Philosophy in Physical Chemistry from Indiana University, the United States, and did his postdoctoral research at John Hopkins University, the United States.

There is no service contract entered into between Dr. Lee and the Company. Dr. Lee is not appointed for a specific term but will be subject to rotation, retirement and re-election at the annual general meeting pursuant to the Articles of Association. The director's fee of Dr. Lee as a non-executive director of the Company is HK\$75,000 per annum, which is determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Dr. Lee has corporate interests of 3,299,702 Shares and personal interests of share options granted by the Company to subscribe for 491,057 Shares at an exercise price of HK\$1.00 each pursuant to the GEM Share Option Scheme and 500,000 Shares at an exercise price of HK\$2.07 each pursuant to the 2009 Share Option Scheme.

Save as disclosed above, Dr. Lee 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)(h) to Rule 13.51(2)(w) of the Listing Rules.

**(2) Mr. Lam Cho Ying, Terence Joe**  
**Executive Director (Chief Executive Officer)**

Mr. Joe Lam, aged 48, joined the Group in April 2004. Before Mr. Joe Lam has been appointed as the chief executive officer and executive director of the Company, he was the managing director of VC Brokerage Limited, a wholly owned subsidiary of the Company. Currently, Mr. Joe Lam is the chairman of the executive committee and finance committee, a member of the nomination committee and regulatory compliance committee and a director of certain subsidiaries of the Company. Save as disclosed above, Mr. Joe Lam does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company or other members of the Group.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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Mr. Joe Lam has been in the financial industries for more than 23 years. He started out his career at JP Morgan Chase, subsequently with Tai Fook Securities, Crosby Securities, Yuanta Securities and his last appointment was with Kim Eng Securities. Mr. Joe Lam holds a bachelor degree from University of Houston majoring in finance and marketing.

Mr. Joe Lam has a service contract with VC Services Limited, a wholly-owned subsidiary of the Company, which may be terminated by either party by written notice of not less than six months and subject to rotation, retirement and re-election at the annual general meeting pursuant to Articles of Association. Mr. Joe Lam's monthly salary is HK\$220,000, plus year end discretionary bonus, which is to be determined by the Board or the remuneration committee of the Company, payable in February each year. The amount of emoluments is determined by arm-length negotiation between the parties with reference to his duties and responsibilities within the Company, the Company's emolument policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Joe Lam has (i) 504,000 Shares, (ii) share options granted by the Company to subscribe for 3,500,000 Shares at an exercise price of HK\$2.07 each pursuant to the 2009 Share Option Scheme.

Save as disclosed above, Mr. Joe Lam 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)(h) to Rule 13.51(2)(w) of Listing Rules.

**(3) Mr. Chau King Fai, Philip**  
**Executive Director**

Mr. Chau, aged 48, joined the Group in May 2004. Currently, Mr. Chau is the Managing Director of VC Capital Limited, a subsidiary of the Company. He is also the chairman of the regulatory compliance committee, a member of the executive committee, nomination committee and finance committee and a director of certain subsidiaries of the Company. Save as disclosed above, Mr. Chau does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company or other members of the Group.

Mr. Chau has over 20 years of experience in banking and corporate finance. He has held senior positions with several major international banks. Mr. Chau has been involved in numerous corporate finance transactions including floatation of various companies on stock exchanges in Hong Kong and the PRC, fund raising exercises of listed companies in the secondary market and financial advisory work of various nature for public and private companies in the Greater China region. Mr. Chau holds a bachelor degree in business administration majoring in finance.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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Mr. Chau has a service contract with VC Capital Limited, a subsidiary of the Company, which may be terminated by either party by written notice of not less than six months and subject to rotation, retirement and re-election at annual general meeting pursuant to Articles of Association. Mr. Chau's monthly salary is HK\$160,000. He may also receive a bonus of 5% of the profit before tax and extraordinary items of VC Capital Limited, subject to the approval of the Board or the remuneration committee of the Company, payable in February each year. The amount of emoluments is determined by arm-length negotiation between the parties with reference to his duties and responsibilities within the Company, the Company's emolument policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chau has (i) 1,269,869 Shares, (ii) share options granted by the Company to subscribe for 1,100,000 Shares at an exercise price of HK\$0.64 each pursuant to the GEM Share Option Scheme, and (iii) share options granted by the Company to subscribe for 2,000,000 Shares at an exercise price of HK\$2.07 each pursuant to the 2009 Share Option Scheme.

Save as disclosed above, Mr. Chau 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)(h) to Rule 13.51(2)(w) of Listing Rules.

**(4) Mr. Cheng Tze Kit, Larry**  
**Executive Director (Chief Investment Officer)**

Mr. Cheng, aged 53, joined the Company as a non-executive director in November 2009 and re-designated as an executive director of the Company in December 2009. Currently, Mr. Cheng is the chief investment officer and a member of the executive committee of the Company. Before joining the Group, Mr. Cheng was a director of Asia Consultants International Limited. Moreover, he was an independent non-executive director of Long Success International (Holdings) Limited (Stock Code: 8017), a company listed on the GEM, for the period from June 2008 to August 2009 and an executive director of Anex International Holdings Limited (Stock Code: 723, now known as "Bright Prosperous Holdings Limited"), a company listed on the Main Board, for the period from August 2006 to August 2007. Save as disclosed above, Mr. Cheng does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

Mr. Cheng has over 20 years of experience in real estate development and mergers and acquisitions in Hong Kong, Canada and the PRC. He graduated with a Bachelor of Science (Hons) in Engineering from City University, London. Mr. Cheng is a Chartered Engineer of United Kingdom and a member of the Institution of Mechanical Engineers, the Institution of Engineering and Technology and the Chartered Institution of Building Services Engineers.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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Mr. Cheng has a service contract with VC Services Limited, a wholly-owned subsidiary of the Company, which may be terminated by either party by written notice of not less than six months and subject to rotation, retirement and re-election at annual general meeting pursuant to Articles of Association. Mr. Cheng's monthly salary is HK\$160,000, plus year end discretionary bonus, which is to be determined by the Board or the remuneration committee of the Company, payable in February each year. The amount of emoluments is determined by arm-length negotiation between the parties with reference to his duties and responsibilities within the Company, the Company's emolument policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Cheng has share options granted by the Company to subscribe for 300,000 Shares at an exercise price of HK\$2.07 each and 1,700,000 Shares at an exercise price of HK\$1.84 each pursuant to the 2009 Share Option Scheme.

Save as disclosed above, Mr. Cheng 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)(h) to Rule 13.51(2)(w) of Listing Rules.

**(5) Ms. So Wai Yee, Betty**  
**Executive Director (Chief Financial Officer)**

Ms. So, aged 28, joined the Company as a non-executive director in November 2009 and re-designated as an executive director of the Company in January 2010. Currently, Ms. So is the chief financial officer and a member of the regulatory compliance committee of the Company. Before joining the Group, Ms. So was an independent non-executive director and a member of the audit committee and remuneration committee of China Public Procurement Limited (Stock Code: 1094, formerly known as "Sunny Global Holdings Limited"), a company listed on the Main Board, for the period from December 2007 to September 2009. Moreover, she was the financial controller of China Metal Resources Holdings Limited (Stock Code: 8071), a company listed on the GEM, for the period from October 2007 to October 2009. Save as disclosed above, Ms. So does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

Ms. So has several years working experience in one of the major international accounting firms in Hong Kong. She graduated with a Bachelor of Business Administration (Accounting & Finance) degree from The University of Hong Kong. She is a member of the Hong Kong Institute of Certified Public Accountants.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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Ms. So has a service contract with VC Services Limited, a wholly-owned subsidiary of the Company, which may be terminated by either party by written notice of not less than six months and subject to rotation, retirement and re-election at annual general meeting pursuant to Articles of Association. Ms. So's monthly salary is HK\$110,000, plus year end discretionary bonus, which to be determined by the Board or the remuneration committee of the Company, payable in February each year. The amount of emoluments is determined by arm-length negotiation between the parties with reference to her duties and responsibilities with the Company, the Company's emolument policy and the prevailing market conditions.

As at the Latest Practicable Date, Ms. So has share options granted by the Company to subscribe for 300,000 Shares at an exercise price of HK\$2.07 each and 1,700,000 Shares at an exercise price of HK\$1.84 each pursuant to the 2009 Share Option Scheme.

Save as disclosed above, Ms. So 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)(h) to Rule 13.51(2)(w) of Listing Rules.

**(6) Ms. Wang Ying**  
**Non-executive Director**

Ms. Wang, aged 57, joined the Company as a non-executive director in January 2010. Currently, Ms. Wang is President and Co-Founder of United Global Resources, LLC, which is engaged in worldwide energy technology and minerals acquisition. Furthermore, she is the chairman of the advisory board of Mount Knowledge USA Inc., a learning technology company, currently launching an advanced ESL (English Language Learning) software product in China. She is also the director of the board of Tianjin Commodity Exchange, the first privately owned commodity exchange in China and the president of China Business Consulting Inc. (USA) and Asia Consultants International Limited (HK).

From 1992 to 2002, Ms. Wang served as Vice President and Senior Advisor of the Cathay China Direct Investment Fund. She has participated in numerous joint ventures, initial public offering, trade and educational projects between the United States of America ("USA") and China.

Ms. Wang also actively participates in non-profit programs. She serves as a member of the Board of the US Association for the UN University for Peace (UPEACE/US) and a member of the China Advisory Committee of the Grameen Foundation USA. Save as disclosed above, Ms. Wang does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Group.

Ms. Wang received a Bachelor of Art from Tsinghua University, Beijing, China and a Master of Public Administration from Harvard University, USA. She has worked in the Chinese Government for 16 years. During her service in the Chinese Government, she was an English translator for top Chinese leaders, including the President and the Premier. She has served as Division Chief for Foreign Liaison and the Project Director for UNICEF WID. She also represented China on the Executive Board of UNICEF from 1989 to 1990.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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There is no service contract entered into between Ms. Wang and the Company. Ms. Wang is not appointed for a specific term but will be subject to rotation, retirement and re-election at the annual general meeting pursuant to the Articles of Association. The director's fee of Ms. Wang as a non-executive director of the Company is HK\$75,000 per annum, which is determined by reference to her duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Wang does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Wang 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)(h) to Rule 13.51(2)(w) of the Listing Rules.

**(7) Mr. Lam Kwok Hing, Wilfred**  
**Independent Non-executive Director**

Mr. Wilfred Lam, aged 50, joined the Company as an independent non-executive director in January 2010. Currently, Mr. Wilfred Lam is the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company. Mr. Wilfred Lam is the Justice of Peace of the Hong Kong Special Administrative Region of the People's Republic of China and has been awarded Queen's Badge of Honour in January 1997. Moreover, he is a senior associate of Philip KH Wong, Kennedy YH Wong & Co., Solicitors & Notaries. He is also a non-executive director of Vertex Group Limited (Stock Code: 8228), a company listed on the GEM. Save as disclosed above, Mr. Wilfred Lam does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company or other members of the Group.

Mr. Wilfred Lam holds a bachelor's degree in Law with honours from the University of Hong Kong and is a practising solicitor of Hong Kong. He also holds the professional qualification of Estate Agent's (Individual) Licence in Hong Kong. Being an active member in social and charity activities, Mr. Wilfred Lam is a Support Force Commander of the Civil Aid Service and Director of the Kwai Tsing District Community Development Fund in Hong Kong. He is also an executive member of the liaison association of the Chinese People's Political Consultative Conference, Guangdong Province.

There is no service contract entered into between Mr. Wilfred Lam and the Company. Mr. Wilfred Lam is not appointed for a specific term but will be subject to rotation, retirement and re-election at the annual general meeting pursuant to the Articles of Association. The remuneration of Mr. Wilfred Lam as a non-executive director and committee members of the Company is HK\$170,000 per annum, which is determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wilfred Lam does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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Save as disclosed above, Mr. Wilfred Lam has no relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company. Other than a bankruptcy order made against Mr. Wilfred Lam on 28 August 2003 but unconditionally discharged by the High Court of Hong Kong on 18 September 2007, there is no other matter which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules.

**(8) Mr. Tse On Kin**  
**Independent Non-executive Director**

Mr. Tse, aged 48, joined the Company as an independent non-executive director in January 2010. He is the chairman of the nomination committee and a member of the audit committee and remuneration committee of the Company. Currently, Mr. Tse is the chairman and an executive director of Kong Sun Holdings Limited (Stock Code: 295), China Grand Forestry Green Resources Group Limited (Stock Code: 910) and Climax International Company Limited (Stock Code: 439), and a non-executive director of Asia Energy Logistics Group Limited (Stock Code: 351), all companies being listed on the Main Board. Mr. Tse was the former chairman of New Times Energy Corporation Limited (Stock Code: 166) from May 2007 to April 2009 and Asia Energy Logistics Group Limited from March 2006 to March 2007, an executive director of Mexan Limited (Stock Code: 22) from March 2005 to July 2007, a non-executive director of Climax International Company Limited from September 2007 to August 2008 and New Times Energy Corporation Limited from May 2009 to November 2009. Save as disclosed above, Mr. Tse does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company or other members of the Group.

Mr. Tse has over 20 years of management experience covering corporate planning, restructuring, business development, project injection, merger and acquisition. He has a bachelor's degree in Public Policy and Administration from York University in Canada.

There is no service contract entered into between Mr. Tse and the Company. Mr. Tse is not appointed for a specific term but will be subject to rotation, retirement and re-election at the annual general meeting pursuant to the Articles of Association. The remuneration of Mr. Tse as an independent non-executive director and committee members of the Company is HK\$170,000 per annum, which is determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

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

Save as disclosed above, Mr. Tse 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)(h) to Rule 13.51(2)(w) of the Listing Rules.

**(9)    Mr. Lam Ka Wai, Graham**  
**Independent Non-executive Director**

Mr. Graham Lam, aged 42, joined the Company as an independent non-executive director in January 2010. He is also the chairman of the audit committee and a member of the nomination committee and remuneration committee of the Company. Currently, Mr. Graham Lam is the managing director and head of corporate finance of an investment bank. He is an independent non-executive director of Cheuk Nang (Holdings) Limited (Stock Code: 131), Applied Development Holdings Limited (Stock Code: 519), China Fortune Group Limited (Stock Code: 290), ZZNode Technologies Company Limited (Stock Code: 2371), China Sonangol Resources Enterprise Limited (Stock Code: 1229) and Pearl Oriental Innovation Limited (Stock Code: 632), all companies being listed on the Main Board; and China Railway Logistics Limited (Stock Code: 8089) and Finet Group Limited (Stock Code: 8317), both companies being listed on the GEM. Save as disclosed above, Mr. Graham Lam does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company or other members of the Group.

Mr. Graham Lam graduated from the University of Southampton, England with a Bachelor of Science degree in Accounting and Statistics. He is a member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Mr. Graham Lam has around 16 years experience in investment banking as well as around 4 years experience in accounting and auditing.

There is no service contract entered into between Mr. Graham Lam and the Company. Mr. Graham Lam is not appointed for a specific term but will be subject to rotation, retirement and re-election at the annual general meeting pursuant to the Articles of Association. The remuneration of Mr. Graham Lam as an independent non-executive director and committee members of the Company is HK\$170,000 per annum, which is determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Graham Lam does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Graham Lam 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)(h) to Rule 13.51(2)(w) 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 29th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Thursday, 3 June 2010 at 10:30 a.m. for the following purposes:

1. To consider and receive the audited financial statements and the reports of the directors and auditor for the financial year ended 31 December 2009.
2. To re-elect directors and to authorise the board of directors to fix the remuneration of directors.
3. To re-appoint auditor and to authorise the board of directors to fix their 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 of the Company during the Relevant Period of all the powers of the Company to repurchase shares of the Company be and it is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing 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 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 and pursuant to Section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and 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 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 nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company 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 nominal amount of the share capital of the Company in issue at the date of passing this Resolution plus;
  - (bb) (if the directors of the Company are so authorised by a separate resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital 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 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 of the Company 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 of the Company 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 of the Company 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 share capital of the Company referred to in subparagraph (bb) of paragraph (c) of such resolution.”

By Order of the Board of  
**Value Convergence Holdings Limited**  
**Wong Yee Wah**  
*Company Secretary*

Hong Kong, 23 April 2010

*Registered Office:*

28th Floor, The Centrium  
60 Wyndham Street  
Central  
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 of Directors of the Company proposes that the retiring directors, namely, Dr. Lee Jun Sing, Mr. Lam Cho Ying, Terence Joe, Mr. Chau King Fai, Philip, Mr. Cheng Tze Kit, Larry, Ms. So Wai Yee, Betty, Ms. Wang Ying, Mr. Lam Kwok Hing, Wilfred, Mr. Tse On Kin and Mr. Lam Ka Wai, Graham be re-elected as directors of the Company. Details of these retiring directors are set out in the Appendix II to the Company's circular to shareholders dated 23 April 2010.
5. With regard to item 4 above, the directors of the Company wish to draw the attention of the shareholders to the circular which summarises the more important provisions of the Listing Rules relating to the repurchase of shares on The Stock Exchange of Hong Kong Limited by a company and will be despatched to the shareholders together with the annual report of the Company for the year ended 31 December 2009. 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 of the Company 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 (c) 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.