

To be valid, the whole of this Provisional Allotment Letter must be returned.
本暫定配額通知書必須整份交回，方為有效。

IMPORTANT
重要提示

Reference is made to the prospectus issued by Value Convergence Holdings Limited (the “Company”) dated 24 September 2025 in relation to the Rights Issue (the “Prospectus”). The PAL and EAF should be read in conjunction with the Prospectus. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

茲提述滙盈控股有限公司（「本公司」）就供股所刊發日期為二零二五年九月二十四日之供股章程（「供股章程」）。暫定配額通知書及額外申請表格應與供股章程一併閱覽。除文義另有所指外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES (“EAF”) WILL EXPIRE AT 4:00 P.M. ON FRIDAY, 10 OCTOBER 2025 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE” IN THE ENCLOSED SHEET).

本暫定配額通知書（「暫定配額通知書」）乃具有價值及可轉讓，務請即時處理。本暫定配額通知書所載之要約及隨附額外供股股份申請表格（「額外申請表格」）將於二零二五年十月十日（星期五）下午四時正（或根據附頁「惡劣天氣或極端情況對最後接納時間之影響」一段所述之有關較後日期及／或時間）截止。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本暫定配額通知書任何方面或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with copies of the Prospectus, the EAF and other documents specified in the paragraph headed “GENERAL INFORMATION – 15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

本暫定配額通知書之文本連同供股章程、額外申請表格及於供股章程附錄三「一般資料 – 15. 送呈公司註冊處處長之文件」一段所訂明其他文件之文本，已根據公司（清盤及雜項條文）條例第38D條送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對任何此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and the Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this PAL, make no representations as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不會就因本文件全部或任何部分內容而產生或因倚賴該等內容而引起之任何損失承擔任何責任。

Dealings in the Shares and the Rights Shares in both their nil-paid form and fully-paid form may be settled through CCASS and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of these settlement arrangements and how such arrangements may affect your rights and interests.

股份及供股股份（以未繳股款及繳足股款形式）之買賣可透過中央結算系統交收，務請諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解有關交收安排及該等安排對閣下權利及權益之影響之詳情。

The Rights Issue is subject to the fulfillment of the conditions as set out in the section headed “Letter from the Board – Conditions of the Rights Issue” in the Prospectus. If the conditions of the Rights Issue are not fulfilled by Monday, 13 October 2025, the Rights Issue will not proceed.

供股須待供股章程「董事會函件 – 供股之條件」一節所載之條件獲達成後方可作實。倘供股條件未於二零二五年十月十三日（星期一）前獲達成，則供股將不會進行。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

待供股股份（以未繳股款及繳足股款形式）獲准於聯交所上市及買賣，以及遵守香港結算之股份收納規定後，供股股份（以未繳股款及繳足股款形式）將獲香港結算接納為合資格證券，可自該等供股股份（以未繳股款及繳足股款形式）各自於聯交所開始買賣日期或香港結算釐定的有關其他日期起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日之交易須於其後第二個交收日在中央結算系統內交收。中央結算系統內之所有活動均須遵守不時有效之香港結算一般規則及香港結算運作程序規則。

All times and dates stated in this PAL refer to Hong Kong local times and dates.

本暫定配額通知書所述所有日期及時間均指香港本地日期及時間。

In case of any inconsistency between the English and Chinese versions of this PAL, the English version will prevail.

倘本暫定配額通知書之中英文版本有任何歧義，概以英文版本為準。

This PAL and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

本暫定配額通知書及據此作出的所有申請均須受香港法例規管及按其詮釋。

Form A
表格甲

Share
registrar and transfer office:
股份過戶登記處:

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong
卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓



Value Convergence Holdings Limited 滙盈控股有限公司

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)
(Stock Code: 821)
(股票代號: 821)

Registered office and
principal place of business
in Hong Kong:
註冊辦事處及
香港主要營業地點:

6th Floor
Centre Point
181-185 Gloucester Road
Wanchai
Hong Kong
香港
灣仔
告士打道181-185號
中怡商業大廈
6樓

24 September 2025
二零二五年九月二十四日

**RIGHTS ISSUE ON
THE BASIS OF TWO (2) RIGHTS SHARES
FOR EVERY ONE (1) EXISTING SHARE HELD ON THE
RECORD DATE AT THE SUBSCRIPTION PRICE
OF HK\$0.45 PER RIGHTS SHARE
PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN
4:00 P.M. ON FRIDAY, 10 OCTOBER 2025**
按於記錄日期每持有一(1)股現有股份獲發兩(2)股供股股份
之基準以每股供股股份0.45港元之認購價進行供股
股款須不遲於二零二五年十月十日(星期五)
下午四時正接納時全數繳足

PROVISIONAL ALLOTMENT LETTER 暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

Provisional Allotment Letter No.
暫定配額通知書編號

Total number of Shares registered in your name(s) on Tuesday,
23 September 2025
於二零二五年九月二十三日(星期二)以閣下名義登記之股份
總數

BOX A
甲欄

Number of Rights Shares provisionally allotted to you subject to
payment in full on acceptance by no later than 4:00 p.m. on Friday,
10 October 2025
暫定配發予閣下之供股股份數目, 惟須不遲於二零二五年十月
十日(星期五)下午四時正接納時全數繳足股款方可作實

BOX B
乙欄

Total subscription monies payable on acceptance in full
接納後應全數繳足之認購股款總額

BOX C
丙欄

HK\$
港元

Name of bank on which cheque/banker's cashier order is drawn:
支票/銀行本票之付款銀行名稱:

Cheque/banker's cashier order number:
支票/銀行本票號碼:

Please insert your contact telephone number here:
請在此填上閣下之聯絡電話號碼:

A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH APPLICATION

NO RECEIPT WILL BE GIVEN FOR REMITTANCE

每份申請表格須隨附一張獨立開出之支票或銀行本票

本公司將不會發出股款收據

TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED, AT 17/F, FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR BANKER'S CASHIER ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR BY NO LATER THAN 4:00 P.M. ON FRIDAY, 10 OCTOBER 2025 (OR, UNDER BAD WEATHER CONDITIONS AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE" IN THE ENCLOSED SHEET). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BANKER'S CASHIER ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "VALUE CONVERGENCE HOLDINGS LIMITED - PAL" AND CROSSED "ACCOUNT PAYEE ONLY".

閣下如欲全數繳納本暫定配額通知書所述供股股份的暫定配額，須不遲於二零二五年十月十日（星期五）下午四時正（或於惡劣天氣及／或極端情況下根據附頁「惡劣天氣或極端情況對最後接納時間之影響」一段所述之有關較後日期或時間）將本暫定配額通知書整份連同表格甲之丙欄所示的港元全數股款的支票或銀行本票送達股份過戶登記處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓）。所有股款須以港元繳付，並以香港持牌銀行賬戶開出的支票或香港持牌銀行發出的銀行本票支付，以「VALUE CONVERGENCE HOLDINGS LIMITED - PAL」為收款人，並以「只准入抬頭人賬戶」劃線方式開出。

INSTRUCTIONS ON TRANSFER AND SPLITTING ARE ALSO SET OUT IN THE ENCLOSED SHEET.

有關轉讓及分拆的指示亦載於附頁。

NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

本公司將不會就有關股款發出收據。

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

接納本暫定配額通知書所載暫定配額的每位人士均確認其已閱讀附頁及供股章程所載條款及條件以及接納手續，並同意受其約束。

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

於轉讓認購供股股份之權利時，每宗買賣均須繳付香港從價印花稅。實益權益之饋贈或轉讓（而非出售）亦須繳付香港從價印花稅。於登記本文件所述任何轉讓認購供股股份之權利前，須出示已繳付香港從價印花稅之證明。

Form B

表格乙

FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein)
(僅供擬悉數轉讓其／彼等於本暫定配額通知書所列供股股份認購權之合資格股東填寫及簽署)

To: The Directors,
Value Convergence Holdings Limited
致：滙盈控股有限公司
列位董事

Dear Sirs and Madams,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等謹將本暫定配額通知書所述本人／吾等之供股股份認購權悉數轉讓予接受此權利並簽署以下登記申請表格（表格丙）之人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of the Qualifying Shareholders (all joint Shareholders must sign)

合資格股東簽署（所有聯名合資格股東均須簽署）

Date: _____ 2025

日期：二零二五年_____

Hong Kong ad valorem stamp duty is payable in connection with the transfer of rights to subscribe for the Rights Shares.

轉讓認購供股股份之權利須繳付香港從價印花稅。

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(僅供承讓供股股份認購權之人士填寫及簽署)

To: The Directors,
Value Convergence Holdings Limited
致：滙盈控股有限公司
列位董事

Dear Sirs and Madams,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the amended and restated articles of association of the Company.

敬啟者：

本人／吾等謹請閣下將表格甲之乙欄所列的供股股份數目登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及供股章程所載條款，以及在本公司的經修訂及重列組織章程細則規限下，接納此等供股股份。

Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」號 <input type="checkbox"/>			
To be completed in BLOCK letters in ENGLISH . Joint applicants should give the address of the first-named applicant only. 請用英文正楷填寫。聯名申請人僅需填寫排名首位申請人之地址。			
For Chinese applicant(s), please provide your name in both English and Chinese. 中國籍申請人請填寫中英文姓名。			
Name of applicant in English 申請人英文姓名	Family name/Company name 姓氏／公司名稱	Other name(s) 名字	Name in Chinese 中文姓名
Names of joint applicant(s) in English (if applicable) 聯名申請人英文姓名 (如適用)			
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人僅需 填寫排名首位申請人之地址)			
Occupation 職業		Telephone number 電話號碼	
Dividend instructions 股息指示			
Name and address of bank 銀行名稱及地址		Bank account number 銀行賬戶號碼	

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicants must sign)
申請人簽署(所有聯名申請人均須簽署)

Date: _____ 2025
日期：二零二五年_____

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of rights to subscribe for the Rights Shares.
接納認購供股股份之權利須繳付香港從價印花稅。



Value Convergence Holdings Limited

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 821)

24 September 2025

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of Value Convergence Holdings Limited dated 24 September 2025 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of two (2) Rights Shares for every one (1) existing Share held and registered in your name(s) as at the Record Date (i.e. 23 September 2025) at a subscription price of HK\$0.45 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A of Form A and the number of Rights Shares provisionally allotted to you is set out in Box B of Form A in this PAL.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. If the Rights Issue is not fully subscribed, the number of Rights Shares that are not subscribed by the Qualifying Shareholders or renounees or transferees of the Nil-paid Rights under the PALs and the EAFs (i.e. the Unsubscribed Rights Shares) will be placed to independent Places on a best effort basis through the Placing. The Unsubscribed Rights Shares that are not placed will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There is also no statutory requirement regarding minimum subscription level in respect of the Rights Issue. The Rights Issue is subject to the fulfillment of conditions as set out in the section headed “**Letter from the Board – Conditions of the Rights Issue**” in the Prospectus. If any of the applicable conditions are not satisfied, the Rights Issue will not proceed.

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects among themselves and with the Shares then in issue, including the rights to receive all future dividends and other distributions which may be declared, made or paid with a record date which falls on or after the date of allotment of the Rights Shares in their fully-paid form.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

PROCEDURES FOR ACCEPTANCE AND PAYMENT OR TRANSFER

To take up your provisional allotment in full, you must lodge the whole of this PAL in accordance with the instructions printed herein with the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a remittance in Hong Kong dollars for the full amount payable on acceptance, as set out in Box C of Form A by no later than 4:00 p.m. on Friday, 10 October 2025 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “**EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE**” below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker’s cashier orders which must be issued by a licensed bank in Hong Kong and made payable to “**VALUE CONVERGENCE HOLDINGS LIMITED – PAL**” and crossed “**ACCOUNT PAYEE ONLY**”. Such payment will constitute acceptance of the provisional allotment of the Rights Shares on the terms of this PAL and the Prospectus and subject to the amended and restated articles of association of the Company. No receipt will be given for such remittances.

It should be noted that unless this PAL, together with the appropriate remittance for the amount shown in Box C of Form A, has been lodged with the Registrar for registration as described above by no later than 4:00 p.m. on Friday, 10 October 2025 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “**EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE**” below) whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements hereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by the Qualifying Shareholders. The Company is not obliged to but may, at its sole and absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

APPLICATION FOR EXCESS RIGHT SHARES

The Qualifying Shareholders may apply, by way of excess application, for Excess Rights Shares which will comprise (i) any Nil-paid Rights provisionally allotted but not accepted by any of the Qualifying Shareholders or otherwise not subscribed for by transferees of Nil-paid Rights prior to the Latest Time for Acceptance; (ii) any entitlements of the Excluded Shareholders provisionally allotted to a nominee of the Company which are left unsold; and (iii) the Scale-down PAL Shares (if any) and the Scale-down EAF Shares (if any).

Application should be made by completing and signing the EAF enclosed with the Prospectus for Excess Rights Shares and lodging the same with a separate remittance for the full amount payable in respect of the Excess Rights Shares being applied for in accordance with the instructions printed thereon, with the Registrar at Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:00 p.m. on Friday, 10 October 2025 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed **“EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE”** below). All remittances must be made in Hong Kong dollars by cheque which must be drawn on a bank account with, or by banker’s cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to **“VALUE CONVERGENCE HOLDINGS LIMITED – EAF”** and crossed **“ACCOUNT PAYEE ONLY”**.

SCALE-DOWN MECHANISMS

As the Rights Issue will proceed on a non-underwritten basis, to avoid the unwitting triggering of MGO Obligation and non-compliance of Public Float Requirement, all applications for Rights Shares whether under the PAL(s) or the EAF(s), or by transferees of Nil-paid Rights will be made on the basis that the applications are to be scaled down by the Company to a level which (a) does not trigger an MGO Obligation on the part of the applicant or parties acting in concert with him/her/it, and/or (b) does not result in the non-compliance of the Public Float Requirement on the part of the Company. Any subscription monies for the Scale-down PAL Shares or the Scale-down EAF Shares will be refunded to the applicants, and the Scale-down PAL Shares and the Scale-down EAF Shares will be made available for subscription by other Qualifying Shareholders through the EAF(s).

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the **“FORM OF TRANSFER AND NOMINATION”** (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the **“REGISTRATION APPLICATION FORM”** (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C of Form A with the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong so as to be received by no later than 4:00 p.m. on Friday, 10 October 2025 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed **“EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE”** below).

SPLITTING

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer part or all of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Tuesday, 30 September 2025 to the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection at the Registrar’s address set out above after 9:00 a.m. on the second Business Day after your surrender of the original PAL.

It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

FRACTIONAL ENTITLEMENTS

On the basis of provisional allotment of two (2) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Rights Shares will arise from the Rights Issue.

EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE

The Latest Time for Acceptance will not take place at the time indicated above if there is a tropical cyclone warning signal number 8 or above, a “black” rainstorm warning or “extreme conditions” is announced by the Government of Hong Kong:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 10 October 2025. Instead, the latest time for acceptance of and payment for the Rights Shares and application and payment for Excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 10 October 2025. Instead, the latest time for acceptance of and payment for the Rights Shares and application and payment for Excess Rights Shares will be extended to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on the currently scheduled date, the dates mentioned herein may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS

It should be noted that the Shares have been dealt in on an ex-rights basis since Monday, 15 September 2025. Dealings in the Rights Shares in the nil-paid form will take place from Friday, 26 September 2025 to Monday, 6 October 2025 (both days inclusive). Any Shareholder or other person dealing in the existing Shares and/or the Nil-paid Rights up to the date on which all the conditions to which the Rights Issue are fulfilled (which is expected to be on Monday, 13 October 2025) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Nil-paid Rights. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques or banker's cashier orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or banker's cashier order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for the Rights Shares, and underpaid application will be rejected. Completion and return of the PAL together with a cheque or a banker's cashier order, whether by a Qualifying Shareholder or by any nominated transferee(s), will constitute a warranty by the applicant that the cheque or the banker's cashier order will be honoured on first presentation.

SHARE CERTIFICATES OF THE RIGHTS SHARES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted on Monday, 20 October 2025 to those entitled thereto by ordinary post to their registered addresses, at their own risk. Those entitled, except HKSCC Nominees Limited, and in the case of joint Qualifying Shareholders, the first-named Qualifying Shareholder, will receive one share certificate for all the Rights Shares in fully-paid form, allotted and issued thereto. Refund cheques in respect of wholly or partially unsuccessful applications for Excess Rights Shares (if any) or if the Rights Issue does not proceed are expected to be posted on Monday, 20 October 2025 by ordinary post to the applicants' registered addresses, at their own risk.

DISTRIBUTION OF THIS PAL AND THE PROSPECTUS

The PAL shall only be sent to the Qualifying Shareholders. The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdictions other than Hong Kong. No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus Documents, in any territory other than Hong Kong. Accordingly, no person receiving a copy of any of the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof.

It is the responsibility of the Qualifying Shareholders outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself before acquiring any rights to subscribe for the Rights Shares as to the observance of the laws and regulations of all relevant territories, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connected therewith. Any acceptance of or application for Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. If you are in doubt as to your position, you should consult your own professional advisers. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above representation and warranty.

GENERAL

Lodgement of this PAL with, where relevant, the **"FORM OF TRANSFER AND NOMINATION"** (Form B) purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PALs and/or share certificates for the fully-paid Rights Shares.

PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agent's personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "**Ordinance**") provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its principal place of business in Hong Kong at 6th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Registrar at its address set out above for the attention of Privacy Compliance Officer.

Yours faithfully,
For and on behalf of the Board of
Value Convergence Holdings Limited
Fu Yiu Man, Peter
Chairman and Executive Director



VC GROUP
滙盈集團

滙盈控股有限公司

(於香港註冊成立之有限公司)

網址：<http://www.vcgroup.com.hk>

(股票代號：821)

敬啟者：

緒言

茲提述滙盈控股有限公司就供股所刊發日期為二零二五年九月二十四日之供股章程（「供股章程」）。除文義另有所指外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。根據供股章程所載條款，董事已按於記錄日期（即二零二五年九月二十三日）登記於閣下名下每持有一(1)股現有股份獲發兩(2)股供股股份之基準，以每股供股股份0.45港元之認購價向閣下暫定配發供股股份。閣下於記錄日期持有之股份數目列於本暫定配額通知書表格甲之甲欄，而閣下獲暫定配發之供股股份數目列於表格甲之乙欄。

不論暫定配發供股股份之接納程度如何，供股將按非包銷基準進行。倘供股未獲悉數認購，則合資格股東或暫定配額通知書及額外申請表格項下未繳股款供股權之棄權人或承讓人未認購之供股股份數目（即未獲認購供股股份），將透過配售事項按盡力基準配售予獨立承配人。本公司將不會發行未配售之未獲認購供股股份，並將相應縮減供股之規模。供股不設最低集資額。此外亦無有關供股最低認購水平之法定要求。供股須待供股章程「董事會函件－供股之條件」一節所載之條件達成後，方可作實。倘任何適用條件未達成，則供股將不會進行。

供股股份於配發、發行及繳足股款後，將於各方面與當時已發行股份享有同等地位，包括有權收取可能宣派、作出或派付之所有未來股息及其他分派，而記錄日期須為配發繳足股款供股股份當日或之後。

待供股股份（以未繳股款及繳足股款形式）獲批准於聯交所上市及買賣以及遵守香港結算之股份接納規定後，供股股份（以未繳股款及繳足股款形式）將獲香港結算接納為合資格證券，可自該等供股股份（以未繳股款及繳足股款形式）各自於聯交所開始買賣日期或香港結算釐定之有關其他日期起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交收日在中央結算系統內進行交收。在中央結算系統進行之一切活動均須依據不時生效之香港結算系統一般規則及香港結算系統運作程序規則進行。

接納及繳付股款或轉讓之程序

閣下如欲全數接納暫定配額，須不遲於二零二五年十月十日（星期五）下午四時正（或於惡劣天氣及／或極端情況下根據下文「惡劣天氣或極端情況對最後接納時間之影響」一段所述之有關較後日期或時間），按本暫定配額通知書所印列之指示將本暫定配額通知書整份連同表格甲之丙欄所示接納時應全數繳足之港元股款，送達登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。所有股款須以港元支付，並以香港持牌銀行賬戶開出的支票或香港持牌銀行發出的銀行本票支付，以「VALUE CONVERGENCE HOLDINGS LIMITED – PAL」為收款人，並以「只准入抬頭人賬戶」劃線方式開出。有關付款將構成根據本暫定配額通知書及供股章程之條款在本公司之經修訂及重列組織章程細則之規限下接納暫定配額。本公司將不會發出股款收據。

務請注意，除非原承配人或任何有效承讓暫定配額之人士如上文所述不遲於二零二五年十月十日（星期五）下午四時正（或於惡劣天氣及／或極端情況下根據下文「惡劣天氣或極端情況對最後接納時間之影響」一段所述之有關較後日期或時間）將本暫定配額通知書連同表格甲之丙欄所示之適當股款交回登記處以作登記，否則本暫定配額通知書下之有關暫定配額及其項下之一切權利及配額將被視為已遭拒絕及將予註銷，而有關供股股份將可供合資格股東以額外申請表格作出申請。本公司毋須但可全權酌情將未有按照有關指示填妥之暫定配額通知書視作有效及對交回有關表格或代表其交回有關表格之人士具有約束力。本公司可於較後階段要求相關申請人將未填妥之暫定配額通知書填妥。

申請認購額外供股股份

合資格股東可以額外申請方式申請認購額外供股股份，而額外供股股份將包括(i)於最後接納時間前已暫定配發但未獲任何合資格股東接納或未繳股款供股權之承讓人另行認購之任何未繳股款供股權；(ii)暫定配發予本公司代名人之任何尚未出售之除外股東權利；及(iii)縮減暫定配額通知書股份(如有)及縮減額外申請表格股份(如有)。

閣下須不遲於二零二五年十月十日(星期五)下午四時正(或於惡劣天氣及/或極端情況下根據下文「**惡劣天氣或極端情況對最後接納時間之影響**」一段所述之有關較後日期或時間)，按照表格印備之指示填妥及簽署供股章程隨附之額外申請表格，連同就所申請額外供股股份應付之全數獨立股款一併交回登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)，以提出額外供股股份申請。所有股款必須以支票或銀行本票以港元支付，支票須由香港持牌銀行賬戶開出，銀行本票亦須由香港持牌銀行發出，以「**VALUE CONVERGENCE HOLDINGS LIMITED – EAF**」為收款人，並以「**只准入抬頭人賬戶**」劃線方式開出。

縮減機制

由於供股將按非包銷基準進行，為避免無意引致強制全面要約責任及違反公眾持股量規定，不論根據暫定配額通知書或額外申請表格或由未繳股款供股權之承讓人作出之全部供股股份申請，均將根據該等申請由本公司縮減至(a)不會引致作為申請人或與其一致行動人士之強制全面要約責任；及/或(b)不會導致本公司違反公眾持股量規定水平之基準進行。任何縮減暫定配額通知書股份或縮減額外申請表格股份之認購款項將會退還予申請人，而縮減暫定配額通知書股份及縮減額外申請表格股份將可供其他合資格股東透過額外申請表格認購。

轉讓

閣下如欲轉讓 閣下根據本暫定配額通知書獲暫定配發之供股股份之全部認購權，必須填妥及簽署「**轉讓及提名表格**」(表格乙)，並將本暫定配額通知書送交承讓權利之人士或經手轉讓權利之人士。其後，承讓人須填妥及簽署「**登記申請表格**」(表格丙)，並須不遲於二零二五年十月十日(星期五)下午四時正(或於惡劣天氣及/或極端情況下根據下文「**惡劣天氣或極端情況對最後接納時間之影響**」一段所述之有關較後日期或時間)將本暫定配額通知書整份連同表格甲之丙欄所示接納時應繳付之全部股款送達登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。

分拆

閣下如僅欲接納部分暫定配額，或轉讓根據本暫定配額通知書獲暫定配發之供股股份之部分認購權，或向超過一名人士轉讓 閣下之部分或全部權利，則須不遲於二零二五年九月三十日(星期二)下午四時三十分將原暫定配額通知書交回及送達登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)予以註銷，登記處將會註銷原暫定配額通知書並按所需數目發出新暫定配額通知書。新暫定配額通知書可於 閣下交回原暫定配額通知書後第二個營業日上午九時正後於上文所載登記處之地址領取。

務請注意， 閣下轉讓認購相關供股股份的權利予承讓人以及承讓人接納有關權利須繳納香港從價印花稅。

零碎配額

按合資格股東於記錄日期每持有一(1)股現有股份獲暫定配發兩(2)股供股股份之基準，供股將不會產生供股股份之零碎配額。

惡劣天氣或極端情況對最後接納時間之影響

倘八號或以上熱帶氣旋警告信號、香港政府宣佈之「黑色」暴雨警告信號或「極端情況」於以下時間生效，最後接納時間將不會於上文所示之時間落實：

- (i) 於香港本地時間二零二五年十月十日(星期五)中午十二時正前任何時間生效但於中午十二時正後不再生效。屆時接納供股股份並繳付股款及申請額外供股股份並繳付股款之最後時間將順延至同一營業日下午五時正；或
- (ii) 於香港本地時間二零二五年十月十日(星期五)中午十二時正至下午四時正期間任何時間生效。屆時接納供股股份並繳付股款及申請額外供股股份並繳付股款之最後時間將延長至上午九時正至下午四時正期間任何時間並無懸掛上述警告之下一個營業日下午四時正。

倘最後接納時間並無於目前預定日期落實，則本暫定配額通知書所述日期可能會受到影響。本公司將於切實可行情況下盡快以公告方式知會股東預期時間表之任何變動。

有關買賣股份及未繳股款供股權之風險警示

務請注意，股份已於二零二五年九月十五日(星期一)開始按除權基準買賣。未繳股款供股股份將於二零二五年九月二十六日(星期五)至二零二五年十月六日(星期一)(包括首尾兩日)進行買賣。截至供股所有條件達成之日(預計為二零二五年十月十三日(星期一))買賣現有股份及／或未繳股款供股權之任何股東或其他人士，將相應承擔供股可能無法成為無條件或可能無法進行之風險。

本公司股東及有意投資者於買賣股份及／或未繳股款供股權時務請審慎行事。任何人士如對本身之狀況或將採取之行動有任何疑問，務請諮詢本身之專業顧問。

支票及銀行本票

所有支票或銀行本票將於收訖後過戶，而有關款項賺取之所有利息將撥歸本公司所有。在不影響本公司與此有關的其他權利之情況下，本公司保留拒絕受理支票或銀行本票於首次過戶時未獲兌現之任何暫定配額通知書，而在該情況下，該暫定配額及其項下一切權利將被視作已遭拒絕及將予註銷。閣下申請認購供股股份時須繳付準確應付股款金額，以及未繳足股款申請將不獲受理。填妥暫定配額通知書並連同支票或銀行本票一併交回(不論由合資格股東或任何指定承讓人交回)，即表示申請人保證支票或銀行本票將於首次過戶時兌現。

供股股份之股票及供股之退款支票

待供股條件達成後，預期繳足股款供股股份的股票將於二零二五年十月二十日(星期一)以平郵方式寄送至有權收取人士之登記地址，郵誤風險概由彼等自行承擔。有權收取人士(不包括香港中央結算(代理人)有限公司)(倘為聯名合資格股東，則為排名首位之合資格股東)將會就獲配發及發行之所有繳足股款供股股份獲發一張股票。就全部或部分未能成功申請之額外供股股份(如有)或倘未進行供股之申請發出之退款支票，預期將於二零二五年十月二十日(星期一)以平郵方式寄送至申請人之登記地址，郵誤風險概由彼等自行承擔。

派發本暫定配額通知書及供股章程

本暫定配額通知書僅向合資格股東寄發。章程文件將不會根據香港以外任何司法權區之適用證券法例進行登記或存檔。本公司並無採取任何行動，以批准在香港以外任何地區提呈發售供股股份或派發章程文件。因此，倘任何人士在香港以外任何地區接獲任何章程文件之文本，除非在該地區可合法提呈有關要約或邀請而毋須遵守其任何登記或其他法律或監管規定，否則不可視作提呈申請供股股份之要約或邀請。

於香港以外地區有意申請供股股份之合資格股東，須於取得認購供股股份之任何權利前自行遵守所有相關地區之法例及規例(包括取得任何政府或其他同意及就此繳付有關地區規定須繳付之任何稅項及徵費)。任何人士就供股股份之接納或申請將被視為構成有關人士向本公司之聲明及保證，表示有關當地法律及規定已獲全面遵守。閣下如對自身之情況有任何疑問，應諮詢閣下之專業顧問。倘本公司相信接納供股股份之任何申請將會觸犯任何司法權區之適用證券或其他法例或規例，則本公司保留權利拒絕接納有關申請。為免生疑問，香港結算或香港中央結算(代理人)有限公司概不作出任何上述聲明及保證或受其規限。

一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書人士所簽署之「轉讓及提名表格」(表格乙)一經交回，即表示交回之人士或各方就處理本暫定配額通知書及收取分拆暫定配額通知書及／或繳足股款供股股份之股票擁有最終所有權憑證。

個人資料收集－暫定配額通知書

閣下填妥、簽署及交回本暫定配額通知書隨附表格，即表示同意向本公司、登記處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納暫定配發供股股份的人士之任何資料。香港法例第486章個人資料(私隱)條例(「該條例」)賦予證券持有人權利向本公司或登記處確定是否持有彼等之個人資料、索取有關資料之文本及更正任何不準確之資料。根據該條例，本公司及登記處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往(i)本公司於香港的主要營業地點(地址為香港灣仔告士打道181-185號中怡商業大廈6樓，或根據適用法律不時作出通知之地點)並以本公司的公司秘書為收件人；或(ii)(視情況而定)登記處(上文所示地址)並以私隱條例事務主任為收件人。

此致

列位合資格股東 台照

代表董事會
滙盈控股有限公司
主席兼執行董事
符耀文
謹啟

二零二五年九月二十四日