



valuetronics

VALUETRONICS HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(Registration Number 38813)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of VALUETRONICS HOLDINGS LIMITED (the "Company") will be held at The Ritz-Carlton, Millenia Singapore, Millenia 3, Level 2, 7 Raffles Avenue, Singapore 039799 on Tuesday, 22 July 2014 at 10.00 am for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 31 March 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final dividend of HK16.0 cents per ordinary share (tax not applicable) for the year ended 31 March 2014 (2013: Final dividend of HK8.0 cents per ordinary share). **(Resolution 2)**
- To note the retirement of the following Directors pursuant to Bye-law 104 of the Company's Bye-laws:
Lim Chin Tong
Wu Tak Lung
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$250,000 for the year ending 31 March 2015, to be paid quarterly in arrears at the end of each calendar quarter (2014: S\$176,000).
[See Explanatory Note (ii)] **(Resolution 3)**
- To re-appoint RSM Nelson Wheeler, Certified Public Accountants, Hong Kong and RSM Chio Lim LLP, Public Accountants and Chartered Accountants, Singapore as auditors of the Company to act jointly and to authorise the Directors to fix their remuneration. **(Resolution 4)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- To approve the appointments of the following Directors pursuant to Bye-law 107(A) of the Company's Bye-Laws:
Tan Siok Chin as a Non-Executive Director **(Resolution 5)**
Ong Tiew Siam as an Independent Director **(Resolution 6)**
[See Explanatory Note (i)]
- Authority to allot and issue shares up to 50 per centum (50%) of issued shares – Ordinary Resolution**
That pursuant to Rule 806 of the Listing Manual of the SGX-ST, authority be given to the Directors to issue ordinary shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:-
 - the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the issued shares (excluding treasury shares) in the Company;
 - for the purpose of excluding the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued sub-paragraph (a) above, the total number of the Company as at the date of the passing of this Resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of convertible securities;
 - new Shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - And that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of Shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of such convertible securities.
[See Explanatory Note (iii)] **(Resolution 7)**
- Authority to allot and issue Shares under the Valuetronics Employee Share Option Scheme and the Valuetronics Performance Share Plan – Ordinary Resolution**
That authority be and is hereby given to the Directors to offer and grant options in accordance with the Valuetronics Employee Share Option Scheme (the "ESOS") and/or to grant awards in accordance with the Valuetronics Performance Share Plan (the "PSP") and allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the ESOS and/or the vesting of awards under the PSP, provided always that the aggregate number of additional Shares to be allotted and issued pursuant to the ESOS and the PSP shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.
[See Explanatory Note (iv)] **(Resolution 8)**

10. Renewal of Share Buyback Mandate – Ordinary Resolution

THAT:

- the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire from time to time issued Shares not exceeding in aggregate the Prescribed Limit (as defined below), at such price(s) as may be determined by the Directors at their discretion up to the Maximum Price (as defined below), whether by way of:
 - market purchase(s) (each a "Market Purchase") on the SGX-ST; and/or
 - off-market purchase(s) (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme or schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,
and in accordance with all other laws and regulations applicable to the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Renewal of the Share Buyback Mandate");
- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Renewal of the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
 - the date on which the next annual general meeting of the Company is held; and
 - the date by which the next annual general meeting of the Company is required by law to be held; and
- The Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

In this Resolution:

"Prescribed Limit" means 10% of the issued share in the capital of the Company as at the date of passing of this Resolution; and "Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:-

- in the case of a Market Purchase, 105% of the Average Closing Price (as defined below) of the Shares; and
- in the case of an Off-Market Purchase, 110% of the Average Closing Price (as defined below) of the Shares; and

where:

"Average Closing Price" means (1) the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, preceding the date of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase; and (2) deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.
[See Explanatory Note (v)] **(Resolution 9)**

By Order of the Board

Hazel Chia Luang Chew
Company Secretary

Singapore, 4 July 2014

Explanatory Notes:

- As part of the Board renewal process, the Board has accepted the recommendation of the Nominating Committee on the appointments of Ms Tan Siok Chin as a Non-Executive Director and Mr Ong Tiew Siam as an Independent Director in place of Mr Lim Chin Tong and Mr Wu Tak Lung who will step down on the conclusion of the Annual General Meeting. The profile of Ms Tan and Mr Ong are found on page 10 of the Annual Report.

Following the retirement of Mr Lim Chin Tong as an Independent Director of the Company, he will cease to be Chairman of the Remuneration Committee and members of the Audit Committee and Nominating Committee.

Following the retirement of Mr Wu Tak Lung as an Independent Director of the Company, he will cease to be Chairman of the Nominating Committee and members of the Audit Committee and Remuneration Committee.

- Directors' fees of S\$250,000 for the year ending 31 March 2015, if approved by the shareholders at the Annual General Meeting, will be paid quarterly in arrears at the end of each calendar quarter to Non-Executive Directors and Independent Directors.
- The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro rata basis.
- The Ordinary Resolution 8 proposed in item 9 above, if passed, will empower the Directors, to allot and issue shares in the Company up to a number not exceeding in total fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the Scheme.
- The Ordinary Resolution 9 proposed in item 10 above, if passed, will empower the Directors from the date of the above Meeting until the next Annual General Meeting to repurchase Shares of the Company by way of Market Purchases or Off-Market Purchases of up to 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the Maximum Price. Information relating to this proposed Resolution is set out in the Circular dated 4 July 2014.

Notes:

- A Shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- If a Depositor wishes to appoint a proxy/proxies to attend the Meeting, then he/she must complete and deposit the Depositor Proxy Form at the office of the Singapore Share Transfer Agent, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758, at least forty-eight (48) hours before the time of the Meeting.
- If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.