



VALUETRONICS HOLDINGS LIMITED

(Incorporated in Bermuda)

(Company 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 by way of electronic means on Friday, 29 July 2022 at 10:00 am for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Report of the Directors and the Audited Financial Statements of the Company for the financial year ended 31 March 2022 together with the Auditors' Report thereon.
(Resolution 1)
2. To declare final dividend of HK10.0 cents per share (tax not applicable) for the financial year ended 31 March 2022 (2021: Final Dividend: HK16.0 cents per share).
(Resolution 2)
3. To re-elect the following Directors retiring pursuant to Bye-Law 104 of the Company's Bye-Laws:

Mr Loo Cheng Guan	<i>[See Explanatory Note (i)]</i>	(Resolution 3)
Ms Tan Siok Chin	<i>[See Explanatory Note (ii)]</i>	(Resolution 4)
Mr Tse Chong Hing	<i>[See Explanatory Note (iii)]</i>	(Resolution 5)
4. To approve the payment of additional Directors' fees of S\$7,500 for the financial year ended 31 March 2022.
[See Explanatory Note (iv)]
(Resolution 6)
5. To approve the payment of Directors' fees of up to S\$350,000 for the financial year ending 31 March 2023, to be paid quarterly in arrears at the end of each calendar quarter (2022: S\$250,000).
[See Explanatory Note (v)]
(Resolution 7)
6. To appoint PricewaterhouseCoopers LLP, Singapore, as the Auditors of the Company, in place of the retiring Auditors, PricewaterhouseCoopers, Hong Kong, to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.
[See Explanatory Note (vi)]
(Resolution 8)
7. To transact any other ordinary business which may 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 modifications:

8. Authority to issue shares

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorised and empowered to:

- A.
 - (i) issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise, and/or
 - (ii) 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 for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- B. (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of convertible securities which were issued and outstanding or subsisting at the time of the passing of this Resolution;
 - (b) new shares arising from exercising share options or vesting of share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
[See Explanatory Note (vii)] **(Resolution 9)**

9. **Authority to allot and issue shares under the Valuetronics Employees Share Option Scheme and the Valuetronics Performance Share Plan**

That authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the Valuetronics Employees Share Option Scheme 2017 (the "**ESOS 2017**") and/or to grant awards in accordance with the Valuetronics Performance Share Plan 2017 (the "**PSP 2017**") and to allot and issue shares from time to time, such number of shares as may be required to be issued pursuant to exercise of options under the ESOS 2017 and/or the vesting of awards under the PSP 2017, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the ESOS 2017 and PSP 2017 shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier.

[See Explanatory Note (viii)]

(Resolution 10)

10. **Renewal of Share Buyback Mandate**

That –

- (1) for the purposes of the Companies Act of Bermuda and otherwise in accordance with the rules and regulations of the SGX-ST, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued shares in the capital of the Company not exceeding in aggregate the Prescribed Limit (as defined below) at such prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
 - (a) on-market purchases (each an "**On-Market Purchase**") on the SGX-ST or any other stock exchange on which the shares may for the time being be listed and quoted ("**Other Exchange**"); and/or
 - (b) off-market purchases (each an "**Off-Market Purchase**") (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) 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 of Bermuda,

and otherwise in accordance with all other laws and regulations and rules of 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**");

- (2) 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:
- (a) the date on which the next Annual General Meeting of the Company is held; or
 - (b) the date by which the next Annual General Meeting of the Company is required by law to be held; or
 - (c) the date on which the purchases of shares by the Company have been carried out to the full extent mandated; and
- (3) 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 shares in the capital of the Company as at the date of passing of this Resolution; and **"Maximum Price"**, in relation to the 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:

- (a) in the case of an On-Market Purchase, 105% of the Average Closing Price (as defined below) of the shares; and
- (b) 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 (i) 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 On-Market Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase; and (ii) deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day on which the purchase is made;

"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 of the Company, 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; and

"market day" means a day on which the SGX-ST is open for trading in securities.
[See Explanatory Note (ix)]

(Resolution 11)

By Order of the Board

Hazel Chia/Shirley Lim
Company Secretaries
Singapore, 4 July 2022

Explanatory Notes on Resolutions:

- (i) Ordinary Resolution 3 is to re-elect Mr Loo Cheng Guan ("**Mr Loo**") as an Independent Non-Executive Director of the Company. Mr Loo will upon re-election, remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee, and will be considered independent for the purposes of Rule 210(5)(d) and Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. There are no relationships (including immediate family relationships) between Mr Loo and the other Directors, the Company or its substantial shareholders.
- (ii) Ordinary Resolution 4 is to re-elect Ms Tan Siok Chin ("**Ms Tan**") as an Independent Non-Executive Director of the Company. Ms Tan will upon re-election, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee, and will be considered independent for the purposes of Rule 210(5)(d) and Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Save as disclosed in the Annual Report for the financial year ended 31 March 2022 ("**Annual Report**"), there are no relationships (including immediate family relationships) between Ms Tan and the other Directors, the Company or its substantial shareholders.
- (iii) Ordinary Resolution 5 is to re-elect Mr Tse Chong Hing ("**Mr Tse**") as an Executive Director of the Company. Mr Tse will upon re-election, remain as Managing Director and Chairman of the Board. Mr Tse is also a controlling shareholder of the Company. There are no relationships (including immediate family relationships) between Mr Tse and the other Directors or the Company.

Note – Information on the Directors who are proposed to be re-appointed can be found on pages 98 to 102 of the Annual Report.

- (iv) Ordinary Resolution 6 is to approve the payment of an additional sum of S\$7,500 as Directors' fees for the financial year ended 31 March 2022 being fees for attendance at ad-hoc Board and Board Committee meetings.
- (v) Ordinary Resolution 7 is to approve the payment of Directors' fees of up to S\$350,000 for the financial year ending 31 March 2023, to be paid quarterly in arrears at the end of each calendar quarter to Independent Non-Executive Directors. The amount of fees has been computed taking into consideration the number of Board Committee representations by the Independent Non-Executive Directors and also caters for additional fees (if any) which may be payable due to additional unscheduled Board or Board Committee meetings and the appointment of an additional Independent Non-Executive Director to the Board and/or Board Committees in the financial year ending 31 March 2023. In the event that the amount proposed is insufficient, approval will be sought at the next Annual General Meeting before any payments are made to the Independent Non-Executive Directors for the shortfall.
- (vi) Ordinary Resolution 8 relates to the appointment of PricewaterhouseCoopers LLP, Singapore ("**PwC Singapore**"), as the Auditors of the Company, in place of the retiring Auditors, PricewaterhouseCoopers, Hong Kong ("**PwC HK**") (the "**Proposed Change of Auditors**"). Please refer to the Circular to Shareholders in relation to (i) the Proposed Change of Auditors and (ii) the Proposed Renewal of the Share Buyback Mandate dated 4 July 2022 ("**Circular to Shareholders**") for details. In accordance with the requirements of Rule 1203(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited:
 - (a) the retiring Auditors, PwC HK, have confirmed in writing that they are not aware of any professional reasons why the new Auditors, PwC Singapore, should not accept appointment as Auditors of the Company;
 - (b) the Company confirms that there were no disagreements with the retiring Auditors, PwC HK, on accounting treatments within the last 12 months of the date of this Notice of Annual General Meeting;
 - (c) the Company confirms that, other than as set out in the Circular to Shareholders, it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of shareholders;
 - (d) the specific reasons for the Proposed Change of Auditors are disclosed in the Circular to Shareholders; and
 - (e) the Company confirms that it is or will be in compliance with Rule 712 and Rule 715 of the Listing Manual of the SGX-ST in relation to the appointment of PwC Singapore as the Auditors of the Company.
- (vii) The Ordinary Resolution 9 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 a number not exceeding 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis.
- (viii) The Ordinary Resolution 10 proposed in item 9 above, if passed, will empower the Directors of the Company, to allot and issue shares in the Company of up to a number not exceeding in total 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time pursuant to the exercise of the options under the ESOS 2017 and the PSP 2017.
- (ix) The Ordinary Resolution 11 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 ordinary shares of the Company by way of on-market purchases or off-market purchases of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price. Information relating to this proposed Resolution are set out in the Circular to Shareholders.

Important Notes on the Forthcoming Annual General Meeting ("AGM" or the "Meeting") Arrangements in Light of COVID-19

1. Holding of AGM by way of electronic means (Shareholders must not attend AGM in person)

- (i) The AGM is being convened and will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- (ii) **Members of the Company ("Members" or "Shareholders") will not be able to attend the AGM in person.** Shareholders will also not be able to vote online on the resolutions to be tabled for approval at the AGM. Shareholders may participate in the AGM by –
 - (a) observing and/or listening to the AGM proceedings via "live" audio-visual webcast via their mobile phones, tablets or computers or "live" audio-only stream via telephone;
 - (b) submitting questions in advance of the AGM; and
 - (c) appointing the Chairman of the Meeting ("**Chairman**") as proxy to attend, speak and vote on their behalf at the AGM.
- (iii) Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out below.

2. Notice of AGM and Despatch/Publication of Documents

- (i) Printed copies of this Notice of AGM together with the instrument appointing the Chairman as proxy ("**Proxy Form**") have been despatched to Shareholders (including depositors whose names are listed against the Depository Register maintained by The Central Depository (Pte) Limited on 28 June 2022. These documents are also made available on the Company's website at the URL <http://www.valuetronics.com.hk/ir/announce.html> and on SGXNet.
- (ii) Printed copies of the Annual Report and the Circular to Shareholders will not be sent to Shareholders. The Annual Report and the Circular to Shareholders are sent to Shareholders by electronic means via publication on the Company's website at the URL <http://www.valuetronics.com.hk/ir/announce.html> and the SGXNet.
- (iii) All documents (including the Annual Report, Circular to Shareholders, Depositor Proxy Form and this Notice of AGM) or information relating to the business of this AGM have been, or will be, published on the Company's website at the URL <http://www.valuetronics.com.hk/ir/announce.html> and the SGXNet. **Printed copies of Annual Report and Circular to Shareholders will not be despatched to Shareholders.** Shareholders and Investors are advised to check SGXNet regularly for updates.

3. Pre-registration for Live Webcast

- (i) Shareholders will be able to follow the proceedings of the AGM through a live webcast via their mobile phones, tablets or computers or listen to the AGM proceedings through a live audio feed via telephone ("**AGM Live Webcast**").
- (ii) Shareholders and investors holding shares through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS investors**") who wish to follow the proceedings **must pre-register by 10:00 am on 26 July 2022 ("**Registration Cut-Off Time**")** at the URL <https://globalmeeting.bigbangdesign.co/valuetronics2022/>.
- (iii) Following verification of Shareholders' particulars and shareholdings' status by the Singapore share transfer agent of the Company, authenticated Shareholders will receive an email a day before the AGM, containing the link and the telephone number through which the AGM Live Webcast can be accessed and the login details and credentials.
- (iv) Shareholders who have registered by the Registration Cut-off Time but do not receive an email invitation a day before the AGM should contact the Company via email at woon@cocentcomms.com as soon as possible.

Investors holding shares through Relevant Intermediaries – Pre-registration for AGM Live Webcast (including pre-submission of questions)

- (v) Investors holding shares through Relevant Intermediaries (other than CPF/SRS investors) will not be able to pre-register for the AGM Live Webcast directly with the Company. Such investors who wish to participate in the AGM Live Webcast (including pre-submission of questions) should approach their Relevant Intermediaries as soon as possible in order to make the necessary arrangements.

4. Shareholders to appoint the Chairman as Proxy

- (i) Shareholders (whether individual or corporate) who wish to exercise their voting rights at the AGM must appoint the Chairman as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.
- (ii) In appointing the Chairman as proxy, Shareholders (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of each of the resolutions in the Proxy Form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.
- (iii) The Depositor Proxy Form may be downloaded from the Company's website at the URL <http://www.valuetronics.com.hk/ir/announce.html> or, the SGXNet.
- (iv) If the appointor is a corporation, the Depositor Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

Investors holding shares through Relevant Intermediaries (including CPF/SRS investors) – Proxy Appointment

- (v) The Depositor Proxy Form is not valid for use by investors holding shares through Relevant Intermediaries (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.
- (vi) Investors holding shares through Relevant Intermediaries (other than CPF/SRS Investors) who wish to appoint the Chairman as proxy should approach their Relevant Intermediaries as soon as possible to submit their votes.
- (vii) CPF/SRS investors who wish to appoint the Chairman as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5:00 pm on 19 July 2022**, being at least seven (7) working days before the date of the AGM.

5. Submission of Proxy Form

The Proxy Form must be submitted to the Company by **10:00 am on 26 July 2022** in the following manner-

- (a) by depositing a physical copy at the office of the Singapore share transfer agent of the Company, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- (b) by sending a scanned PDF copy via email to main@zicoholdings.com.

6. Submission of Questions prior to the AGM

- (i) Shareholders will not be able to ask questions "live" during the webcast of the AGM.
- (ii) Shareholders (including CPF/SRS investors) can submit questions relating to the business of the AGM, in advance by **10:00 am on 11 July 2022**, in the following manner-
 - (a) via the pre-registration process at the URL <https://globalmeeting.bigbangdesign.co/valuetronics2022/>; or
 - (b) via email to woon@cocentcomms.com; or
 - (c) by post to the office of the Singapore share transfer agent of the Company, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.

- (iii) When sending in questions via email or by post, the following details should be provided for verification purposes: the Shareholder's full name, address, telephone number and email address, and the manner in which such Shareholder holds shares in the Company (e.g. if you hold shares of the Company directly, please provide your CDP account number; otherwise, please state if you hold shares of the Company through CPF/SRS).

The Company will endeavour to respond to substantive and relevant questions received from Shareholders/investors holding shares through Relevant Intermediaries (including CPF/SRS investors) via SGXNet and the Company's website prior to the AGM by **21 July 2022**. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

7. **"Relevant Intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
8. Any reference to a time of day is made by reference to Singapore time.

Personal data privacy:

"Personal data" has the same meaning ascribed to it in the Personal Data Protection Act 2012 of Singapore, which includes name, address, NRIC/passport number of a Member and proxy(ies) and/or representative(s) of a Member.

By (a) submitting a Proxy Form appointing the Chairman as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) completing the pre-registration for the AGM Live Webcast in accordance with this Notice of AGM, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents) for the purposes (collectively, the **"Purposes"**) of (i) processing, administration and analysis by the Company (or its agents) of Proxy Forms appointing the Chairman as proxy for the AGM (including any adjournment thereof); (ii) processing of the pre-registration for purposes of granting access to Members to the AGM Live Webcast and providing them with any technical assistance where necessary; (iii) addressing substantial and relevant questions from Members received before the AGM and if necessary, following up with the relevant Members in relation to such questions; (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and (v) enabling the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

In the case of a Member who is a Relevant Intermediary, by submitting the consolidated list of participants, such Member represents and warrants that it has obtained the prior consent of the individuals for the collection, use and disclosure by the Company (or its agents) of the personal data of such individuals by the Company (or its agents) for any of the Purposes.