CIRCULAR DATED 4 JULY 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to its contents or the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The purpose of this Circular is to provide Shareholders with information pertaining to and to explain the rationale for the ordinary resolutions in relation to the Proposed Change of Auditors and the Proposed Renewal of the Share Buyback Mandate to be tabled at the Annual General Meeting of the Company to be held via electronic means on 29 July 2022 at 10.00 am (the "**AGM**"). This Circular is to be read together with the Company's Annual Report for the financial year ended 31 March 2022 and the Company's Notice of Annual General Meeting dated 4 July 2022 (the "**Notice of AGM**").

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited (the "**CDP**"), you need not forward this Circular to the purchaser or transferee as arrangements will be made by the CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares in the capital of the Company which are represented by physical share certificate(s), you should forward this Circular immediately to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. Your attention is drawn to pages 23 and 24 of this Circular in respect of action to be taken if you wish to attend and/or vote at the AGM.

This Circular, together with Notice of AGM and the accompanying proxy form, has been made available on SGXNet and the Company's website at the URL http://www.valuetronics.com.hk/ir/announce.html. **A printed copy of this Circular will NOT be dispatched to Shareholders.** Printed copies of the Notice of AGM and the accompanying proxy form have been dispatched to Shareholders (including depositors whose names are listed against the Depository Register maintained by CDP on 28 June 2022).

The Singapore Exchange Securities Trading Limited assumes no responsibility for the accuracy of any statements made, opinions expressed or reports contained in this Circular.

VALUETRONICS HOLDINGS LIMITED

(Incorporated in Bermuda on 18 August 2006)
Registration No.: 38813

CIRCULAR TO SHAREHOLDERS IN RELATION TO

(1) THE PROPOSED CHANGE OF AUDITORS FROM PRICEWATERHOUSECOOPERS HONG KONG TO PRICEWATERHOUSECOOPERS LLP

(2) THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

IMPORTANT DATES AND TIMES:

Last date and time for the lodgment of the Proxy Form	:	26 July 2022 at 10.00 am
Date and time of the Annual General Meeting	:	29 July 2022 at 10.00 am
Place of the Annual General Meeting	:	The Annual General Meeting will be held by way of electronic means

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DEFINITIONS

In this Circular, unless the context otherwise requires or it is otherwise stated, the following words and expressions shall have the following meanings:–

"**2008 SGM**"	:	The special general meeting of the Company convened on 28 July 2008
"**2021 AGM**"	:	The annual general meeting of the Company convened on 26 July 2021
"**Accountants Act**"	:	The Accountants Act 2004 of Singapore, as amended, modified or supplemented from time to time
"**ACRA**"	:	The Accounting and Corporate Regulatory Authority
"**Act**"	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
"**AGM**"	:	The annual general meeting of the Company to be convened by electronic means on 29 July 2022, at 10.00 am
"**Annual Report**"	:	The annual report of the Company for the financial year ended 31 March 2022
"**Auditors**"	:	The auditors of the Company
"**Audit Committee**"	:	The audit committee of the Company
"**Bermuda Companies Act**"	:	The Companies Act 1981 of Bermuda, as amended, modified or supplemented from time to time
"**Board**"	:	The board of directors of the Company as at the date of this Circular
"**Bye-Laws**"	:	The Bye-Laws of the Company, as amended, modified or supplemented from time to time
"**CDP**"	:	The Central Depository (Pte) Limited
"**Circular**"	:	This circular to Shareholders dated 4 July 2022
"**Company**"	:	Valuetronics Holdings Limited
"**control**"	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company
"**Controlling Shareholder**"	:	A person who:– (a) holds directly or indirectly 15% or more of the total voting rights in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises control over the Company
"**Council**"	:	The Securities Industry Council
"**Directors**"	:	The directors of the Company as at the date of this Circular
"**EPS**"	:	Earnings per Share

"**Group**"	:	The Company and its subsidiaries
"**Latest Practicable Date**"	:	15 June 2022, being the latest practicable date prior to the printing of this Circular
"**Listing Manual**"	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
"**Market Day**"	:	A day on which the SGX-ST is open for trading in securities
"**Maximum Price**"	:	Has the meaning ascribed to it in Section 3.3(iv) of this Circular
"**Memorandum of Association**"	:	The Memorandum of Association of the Company, as amended, modified or supplemented from time to time
"**Notice of AGM**"	:	The notice of AGM as set out in the Annual Report
"**NTA**"	:	Net tangible assets
"**Off-Market Purchase**"	:	Has the meaning ascribed to it in Section 3.3(iii)(b) of this Circular
"**Official List**"	:	The official list of the SGX-ST
"**On-Market Purchase**"	:	Has the meaning ascribed to it in Section 3.3(iii)(a) of this Circular
"**PwC**"	:	PwC Hong Kong, PwC Singapore and PwC Vietnam, collectively
"**PwC Hong Kong**"	:	PricewaterhouseCoopers Hong Kong
"**PwC Singapore**"	:	PricewaterhouseCoopers LLP
"**PwC Vietnam**"	:	Branch of PwC (Vietnam) Limited in Hanoi, Vietnam
"**Proposed Change of Auditors**"	:	The proposed change of Auditors from PwC Hong Kong to PwC Singapore
"**Proposed Renewal of the Share Buyback Mandate**"	:	The proposed renewal of the Share Buyback Mandate by the Company
"**Proxy Form**"	:	The proxy form in respect of the AGM
"**Relevant Period**"	:	The period commencing from the date of the AGM and expiring on the date on which the following annual general meeting of the Company will be held or is required by law to be held, whichever is the earlier. For the purposes herein, it is assumed that the ordinary resolution relating to the Proposed Renewal of the Share Buyback Mandate is passed at the AGM
"**Resolution 8**"	:	The ordinary resolution set out in the Notice of AGM as "**Resolution 8**" which pertains to the Proposed Change of Auditors
"**Resolution 11**"	:	The ordinary resolution set out in the Notice of AGM as "**Resolution 11**" which pertains to the Proposed Renewal of the Share Buyback Mandate
"**Securities Account**"	:	Securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent

"**SFA**"	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**Shares**"	:	The ordinary shares in the capital of the Company with a par value of HK$0.10 each
"**Shareholders**"	:	Registered holders of Shares in the Register of Members maintained by the Company, except that where the registered holder is CDP, the term "**Shareholders**" shall, where the context admits, mean the Depositors in the Depository Register maintained by CDP and to whose Securities Accounts are credited with Shares
"**Share Buyback Mandate**"	:	A general mandate to be given by Shareholders to authorise the Directors to exercise all powers of the Company to purchase or acquire, on behalf of the Company, Shares in accordance with the terms set out in this Circular
"**Share Purchases**"	:	On-Market Purchases or Off-Market Purchases undertaken by the Company during the Relevant Period and "**Share Purchase**" shall be construed accordingly
"**Substantial Shareholder**"	:	A substantial Shareholder as defined under the Act
"**Take-over Code**"	:	The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time
"**Treasury Shares**"	:	Shares that were or are treated as having been acquired and held by the Company and have been held continuously by the Company since they were so acquired and have not been cancelled
"**%**"	:	Per centum or percentage

Currencies

"**HK$**"	:	Hong Kong dollars, the lawful currency of Hong Kong
"**S$**"	:	Singapore dollars, the lawful currency of the Republic of Singapore

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The term "**associate**", "**associated company**" and "**subsidiary**" shall have the same meanings ascribed to them respectively in the Listing Manual and the Act.

The expressions "**our**", "**ourselves**", "**us**", "**we**" or other grammatical variations thereof shall, unless otherwise stated, mean the Company and its subsidiaries.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to "**persons**" shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Act, the Accountants Act, the Bermuda Companies Act, the SFA, the Listing Manual or any statutory modifications thereof and used in this Circular shall, where applicable, have the same meaning ascribed to it under the Act, the Accountants Act, the Bermuda Companies Act, the SFA, the Listing Manual or any statutory modifications thereof, as the case may be, unless the context requires otherwise.

Any discrepancies in tables included herein between the amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of day and to dates in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

ACIES Law Corporation has been appointed as the legal adviser to the Company as to Singapore law in relation to the Proposed Change of Auditors and the Proposed Renewal of the Share Buyback Mandate.

VALUETRONICS HOLDINGS LIMITED

(Incorporated in Bermuda on 18 August 2006)
(Registration Number 38813)

Board of Directors

Tse Chong Hing	(Chairman and Managing Director)
Chow Kok Kit	(Executive Director)
Ong Tiew Siam	(Lead Independent Director)
Tan Siok Chin	(Independent Non-Executive Director)
Loo Cheng Guan	(Independent Non-Executive Director)

Registered Office

Victoria Place
5th Floor
31 Victoria Street Hamilton
HM 10 Bermuda

4 July 2022

To: The Shareholders of Valuetronics Holdings Limited

(1) THE PROPOSED CHANGE OF AUDITORS FROM PRICEWATERHOUSECOOPERS HONG KONG TO PRICEWATERHOUSECOOPERS LLP

(2) THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

1 INTRODUCTION

1.1 AGM

The Directors wish to refer to (i) the Notice of AGM dated 4 July 2022, accompanying the Annual Report to convene the AGM to be held on 29 July 2022; (ii) Resolution 8 to seek Shareholders' approval for the Proposed Change of Auditors; and (iii) Resolution 11 for the Proposed Renewal of the Share Buyback Mandate.

1.2 Circular

The purpose of this Circular is to provide Shareholders with information relating to, and to seek the approval of Shareholders at the forthcoming AGM for, the Proposed Change of Auditors and the Proposed Renewal of the Share Buyback Mandate.

For the avoidance of doubt, Depositors holding Shares through CDP are not to be treated, under the Bye-Laws and the Bermuda Companies Act, as members of the Company in respect of the number of Shares credited to their respective Securities Accounts. Accordingly, Depositors do not have a right under the Bermuda Companies Act to attend and to vote at the AGM. Depositors will be able to participate in the Proposed Change of Auditors and the Proposed Renewal of the Share Buyback Mandate only through CDP, the latter being the registered holder of Shares in the Company's Register of Members.

However, administrative arrangements have been made with CDP to allow Depositors to take part in the Proposed Change of Auditors and the Proposed Renewal of the Share Buyback Mandate. Depositors who wish to participate in the AGM and exercise their voting rights, and whose names are shown in the records of CDP as at a time not earlier than 72 hours prior to the time of the AGM supplied by CDP to the Company, may participate in the AGM as CDP's proxies. Please refer to pages 23 and 24 of this Circular in respect of action to be taken if you wish to attend and/or vote at the AGM.

For the purpose of this Circular, the term "**Shareholders**" has been defined to also include reference to Depositors where the context admits and they will accordingly be treated administratively herein, where the context admits, as shareholders of the Company with entitlements in respect of the Proposed Change of Auditors and the Proposed Renewal of the Share Buyback Mandate.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

1.3 SGX-ST

The SGX-ST assumes no responsibility for the accuracy of any statements made, opinions expressed or reports contained in this Circular.

2 THE PROPOSED CHANGE OF AUDITORS FROM PwC HONG KONG TO PwC SINGAPORE

2.1 Background and Rationale

PwC Hong Kong has been the external Auditors since the Company's financial year ended 31 March 2016 and was last re-appointed at the 2021 AGM, to hold office until the conclusion of the Company's next annual general meeting.

On 12 February 2021, Rule 712 of the Listing Manual was amended to require all SGX-ST primary-listed issuers to appoint an auditing firm which is registered with ACRA and approved under the Accountants Act. As PwC Hong Kong is neither registered with ACRA nor approved under the Accountants Act, the Company intends to appoint PwC Singapore, an auditing firm which is registered with ACRA and approved under the Accountants Act, to comply with the amended Rule 712 of the Listing Manual.

The amended Rule 712(2) and Rule 712(2A) of the Listing Manual, which took effect on 12 February 2021, provide as follows:–

"*(2) the auditing firm appointed by the issuer must be:–*

(a) Approved under the Accountants Act. The audit partner-in-charge assigned to the audit must be a public accountant under the Accountants Act;

(b) Approved by, registered with and/or regulated by an independent audit oversight body acceptable to the Exchange. Such oversight bodies should be members of the International Forum of Independent Audit Regulators, independent of the accounting profession and directly responsible for the system of recurring inspection of accounting firms or are able to exercise oversight of inspections undertaken by professional bodies. Where applicable, the audit partner-in-charge assigned to the audit should be approved by, registered with or regulated by a relevant audit oversight body acceptable to the Exchange; or

(c) Any other auditing firm acceptable by the Exchange."

"*(2A) An issuer that appoints an auditing firm that meets the requirements in Rule 712(2)(b) must also appoint an additional auditing firm that meets the requirements in Rule 712(2)(a) to jointly audit its financial statements.*"

The Audit Committee is satisfied that PwC Singapore is able to meet the requirements of the Company and has, accordingly recommended their appointment as Auditors to the Board. The Audit Committee in reviewing and deliberating over the suitability of PwC Singapore, had evaluated the proposal received from PwC Singapore and had taken into consideration the Audit Quality Indicators Framework issued by ACRA, the criteria for the evaluation and selection of external auditors contained in the Guidebook for Audit Committees in Singapore and the Audit Committee Guide issued by the Singapore Institute of Directors, as well as various other factors regarding the audit firm, including the adequacy of its resources, its audit engagements and the experience, the audit engagement partner to be assigned to the audit, its audit approach, the transition plan, the number and experience of supervisory and professional staff who will be assigned to the audit and the proposed audit fees.

After evaluation, the Board, in consultation with the Audit Committee, is satisfied that PwC Singapore will be able to meet the audit requirements of the Company and are accordingly, proposing the change of Auditors from PwC Hong Kong to PwC Singapore.

In view of the above, PwC Hong Kong will not seek re-appointment as Auditors at the forthcoming AGM and will accordingly, retire from office as Auditors at the conclusion of the AGM, being the end of their current term.

PwC Singapore has, on 20 June 2022, given their consent to act as external Auditors, subject to the approval of the Shareholders for the Proposed Change of Auditors at the AGM. Accordingly, the appointment of PwC Singapore as Auditors will only take effect upon the approval by the Shareholders at the AGM. If appointed, PwC Singapore will hold office as Auditors until conclusion of the next annual general meeting of the Company.

In connection with the above, PwC Hong Kong has, in a letter dated 28 June 2022, given notice to the Board of Directors of their intention not to seek re-appointment as Auditors at the forthcoming AGM.

2.2 Information on PwC Singapore and the Audit Partner-in-Charge

The information on PwC Singapore and the Audit Partner-in-Charge below was provided to the Company by PwC Singapore. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

PwC Singapore is a leading professional services firm with more than 3,400 staff, including over 140 partners in Singapore. PwC Singapore has over 1,800 professional staff in its assurance practice as at 30 April 2022. PwC Singapore is a member of the PricewaterhouseCoopers network. PricewaterhouseCoopers has a network of firms in 155 countries with more than 284,000 professionals around the world. PwC Singapore provides clients with assurance, tax, transaction and advisory services to a wide-ranging clientele base consisting of multinational companies, private companies and public sector organisations.

For more information on PwC Singapore, please visit https://www.pwc.com/sg/en.html.

The audit partner who will be in charge of the audit of the Company is Ms Yong Zen Yun. Ms Yong is the Accounting Technical Leader of PwC Singapore and has more than 19 years of experience providing audit and advisory services to listed companies and multinationals across different industries and sectors in Singapore and the United States. Outside of PwC Singapore, Ms Yong is active in non-profit organisations and contributes actively to the audit profession as a member of the various committees in the Institute of Singapore Chartered Accountants. Ms Yong is a member of the Institute of Singapore Chartered Accountants and a fellow member of the Certified Practising Accountant (Australia), as well as a public accountant registered with ACRA.

2.3 Requirements under Rule 712 of the Listing Manual

The Board, having taken into account the Audit Committee's recommendation, and various factors, including, *inter alia*, the following:–

(i) the adequacy of resources and experience of PwC Singapore and the audit partner-in-charge assigned to the audit of the Company;

(ii) PwC Singapore's proposed audit arrangements for the Group;

(iii) PwC Singapore's other audit engagements;

(iv) the number and experience of supervisory and professional staff to be assigned to the audit of the Company; and

(v) the size and complexity of the Group's operations,

is of the opinion that PwC Singapore will be able to meet the audit requirements of the Group and that Rule 712 of the Listing Manual has been complied with.

2.4 Requirements under Rule 715 of the Listing Manual

The Company does not have any significant Singapore incorporated subsidiaries or associated companies. In compliance with Rule 715(2), the Company will engage suitable auditing firms for its significant foreign incorporated subsidiaries and associated companies. In this regard, member firms of PwC, namely PwC Hong Kong and PwC Vietnam have been or will be appointed to undertake audit of the Company's significant foreign-incorporated subsidiaries located in Hong Kong and Vietnam respectively. Accordingly, the Company confirms that Rule 715(2) of the Listing Manual has been or will be complied with.

2.5 Requirements under Rule 1203(5) of the Listing Manual

In accordance with the requirements of Rule 1203(5) of the Listing Manual,

(i) PwC Hong Kong has confirmed, by way of its letter dated 17 June 2022, that they are not aware of any professional reasons as to why PwC Singapore should not accept their appointment as Auditors (the "**Professional Clearance Letter**");

(ii) the Company confirms that there were no disagreements with PwC Hong Kong on accounting treatments within the last 12 months from the date of this Circular;

(iii) the Company confirms that, other than as set out above, it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders;

(iv) the Company confirms that there are no other specific reasons for the Proposed Change of Auditors that ought to be brought to the attention of the Shareholders which has not been disclosed in the Circular; and

(v) the Company confirms that it is or will be in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of PwC Singapore as Auditors.

2.6 Requirements under Bermuda Law

Under Section 89(3) of the Bermuda Companies Act, a person, other than an incumbent auditor, shall not be capable of being appointed auditor at a general meeting unless notice in writing of an intention to nominate that person to the office of auditor has been given not less than 21 days before the general meeting, and the company shall send a copy of any such notice to the incumbent auditor, and shall give notice thereof to the members, either by advertisement in an appointed newspaper or in any other mode provided by the bye-laws of the company, not less than seven days before the general meeting, provided that the incumbent auditor may by notice in writing to the secretary of the company waive the requirements of this subsection which shall then not have effect.

The Company has received a written notice of an intention to nominate PwC Singapore as Auditors given not less than 21 days before the AGM.

Further, Section 89(3A) of the Bermuda Companies Act provides that no person shall accept appointment or consent to be appointed as auditor of a Bermuda company if he is replacing an auditor who has resigned, been removed or whose term of office has expired or is about to expire, or who has vacated office, until he has requested and received from that auditor a written statement of the circumstances and the reasons why, in that auditor's opinion, he is to be replaced. Section 89(3B) of the Bermuda Companies Act provides that notwithstanding Section 89(3A) of the Bermuda Companies Act, a person may accept appointment or consent to be appointed as auditor of the company if, within 15 days after making the request referred to in Section 89(3A), he does not receive a written statement as requested. Section 89(12) of the Bermuda Companies Act states that an appointment as auditor of a person who has not requested a written statement from the former auditor under Section 89(3A) of the Bermuda Companies Act is voidable by a resolution of the shareholders at a general meeting.

PwC Singapore has confirmed to the Company in writing that it has requested and received from PwC Hong Kong a written statement pursuant to and in accordance with Section 89(3A) of the Bermuda Companies Act.

2.7 Audit Committee Statement

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors, and after taking into consideration, inter alia, the suitability of PwC Singapore, the Group's audit requirements, the requirements of the Listing Manual and the various factors set out in Section 2.1 of this Circular, recommends the appointment of PwC Singapore as Auditors in place of the retiring Auditors, PwC Hong Kong.

3 THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

3.1 Background

The Share Buyback Mandate was first approved by Shareholders at the 2008 SGM to enable the Company to purchase or otherwise acquire Shares and to hold such Shares as Treasury Shares. The Share Buyback Mandate was last renewed at the 2021 AGM and will expire on the date of the forthcoming AGM. Accordingly, Shareholders' approval for the Proposed Renewal of the Share Buyback Mandate is being sought to allow the Company to continue the buyback of its Shares. Subject to the approval of the Shareholders at the forthcoming AGM, the Proposed Renewal of the Share Buyback Mandate will take effect from the date of passing of such ordinary resolution. The Proposed Renewal of the Share Buyback Mandate is set out under Resolution 11 in the Notice of AGM.

Any Share Purchase by the Company will have to be made in accordance with, and in the manner prescribed by, the Bermuda Companies Act and such other laws and regulations as may be applicable. As the Company is listed on the SGX-ST, it is also required to comply with Part XIII of Chapter 8 of the Listing Manual, which relates to the purchase or acquisition of issued ordinary shares in the capital of a company listed on the SGX-ST.

The Company may purchase or acquire Shares by way of On-Market Purchases and/or Off-Market Purchases subject to compliance with all applicable laws and rules. In the event that subsequent to the AGM, there are new rules, regulations, directives or laws enacted or promulgated by the relevant competent authorities including but not limited to the SGX-ST and the Council (hereinafter, collectively referred to as the "**Further Rules**") that augment, supplement or vary the existing governing provisions set out in the Bermuda Companies Act and/or the Listing Manual, the Company shall, to the extent that the Further Rules impact on the Share Buyback Mandate, disseminate to the public by announcement(s), a memorandum setting out such Further Rules and the extent to which the Share Buyback Mandate is affected by such Further Rules. In such an event, the Company shall not undertake any Share Purchase until such a memorandum has been publicly disseminated.

3.2 Rationale for the Share Buyback Mandate

The rationale for the Company to undertake the purchase or acquisition of its issued Shares is as follows:–

(i) the Directors and management of the Company constantly seek to increase Shareholders' value and to improve, *inter alia*, the return on equity of the Group. A Share Purchase made at an appropriate price level is one of the ways through which the EPS, NTA and the return on equity of the Group may be enhanced. The Share Buyback Mandate will give the Directors the flexibility to purchase or acquire Shares as and when the circumstances permit;

(ii) Share Purchases provide the Company with an easy mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, in an expedient and cost efficient manner; and

(iii) the Share Buyback Mandate will also give the Company the opportunity to purchase or acquire Shares when such Shares are undervalued, to help mitigate short-term market volatility and to offset the effects of short-term speculation and, in turn, bolster Shareholder confidence and employee morale.

The Share Purchases pursuant to the Share Buyback Mandate will only be undertaken as and when circumstances permit and only when the Directors are of the view that such purchases are in the interest of the Company and Shareholders. No purchases or acquisitions of Shares will be made in circumstances which the Directors believe will have or may have a material adverse effect on the liquidity and the orderly trading of the Shares and the working capital requirements and gearing level of the Company and the Group.

3.3 Authority and Limitations on the Share Buyback Mandate

The authority and limitations placed on the Share Purchases by the Company under the Share Buyback Mandate, if approved at the forthcoming AGM, are summarised below:–

(i) Maximum Number of Shares

Only Shares that are issued and fully paid-up may be purchased or acquired by the Company.

The total number of Shares that may be purchased or acquired is limited in aggregate to that number of Shares representing not more than 10% of the total number of issued Shares of the Company, ascertained as at the date of the forthcoming AGM at which the Proposed Renewal of the Share Buyback Mandate is approved, unless the Company has, at any time during the Relevant Period, effected a reduction of its share capital, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered. For the purposes of calculating the percentage of issued Shares above, Shares which are held as Treasury Shares and subsidiary holdings will be disregarded.

For illustrative purposes only, based on 429,197,837 Shares, being the total number of Shares in issue excluding Treasury Shares and subsidiary holdings as at the Latest Practicable Date, and assuming that no further Shares are issued on or prior to the AGM, not more than 42,919,783 Shares (representing 10% of the total number of issued Shares excluding Treasury Shares and subsidiary holdings of the Company as at that date) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate.

(ii) Duration of Authority

Under the Share Buyback Mandate, Share Purchases may be made, at any time and from time to time, on and from the date of the AGM (at which the Proposed Renewal of the Share Buyback Mandate is approved) up to the earlier of:–

(a) the date on which the next annual general meeting of the Company is held or required by law to be held;

(b) the date on which the Share Purchases are carried out to the full extent mandated; or

(c) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by Shareholders by ordinary resolution in a general meeting.

The authority conferred on the Directors by the Share Buyback Mandate to purchase or acquire Shares may be renewed at each annual general meeting or other general meeting of the Company. When seeking the Shareholders' approval for the Proposed Renewal of the Share Buyback Mandate, the Company is required to disclose details pertaining to any Share Purchases made during the previous 12 months (whether an On-Market Purchase or an Off-Market Purchase), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Share Purchases, where relevant, and the total consideration paid for such Share Purchases.

(iii) Manner of Share Purchases

Share Purchases may be made by way of:–

(a) on-market purchases through the SGX-ST's ready market, or as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**On-Market Purchases**"); and/or

(b) off-market purchases (if effected otherwise than on the SGX-ST) pursuant to an equal access scheme (as defined in Section 76C of the Act), which scheme shall satisfy all the conditions prescribed by the Listing Manual ("**Off-Market Purchases**").

The Directors may impose such terms and conditions, which are not inconsistent with the Share Buyback Mandate, the Listing Manual, the Bye-Laws, the Bermuda Companies Act and Section 76C of the Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes.

Under the Act, an Off-Market Purchase must be effected in accordance with an equal access scheme, which must satisfy all of the following conditions:–

(aa) offers for Share Purchases shall be made to every person who holds Shares, to purchase or acquire the same percentage of their Shares;

(bb) all of those persons shall be given a reasonable opportunity to accept the offer made to them; and

(cc) the terms of all the offers are the same, except that there shall be disregarded:–

(zz) differences in consideration attributable to the fact that the offers may relate to Shares with different accrued dividend entitlements;

(yy) (if applicable) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and

(xx) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:–

(A) the terms and conditions of the offer;

(B) the period and procedures for acceptances;

(C) the reasons for the proposed Share Purchases;

(D) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;

(E) whether the Share Purchases, if made, could affect the listing of the Company's equity securities on the Official List;

(F) details of any Share Purchases made by the Company in the previous 12 months (whether an On-Market Purchase or an Off-Market Purchase), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Share Purchases, where relevant, and the total consideration paid for such Share Purchases; and

(G) whether the Shares purchased or acquired by the Company will be cancelled or kept as Treasury Shares.

(iv) Maximum Purchase Price

The purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.

However, the purchase price to be paid for a Share as determined by the Directors must not exceed:–

(a) in the case of an On-Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and

(b) in the case of an Off-Market Purchase, 110% of the Average Closing Price (as defined hereinafter),

in either case, excluding related expenses of the Share Purchase (the "**Maximum Price**").

For the above purposes:–

"**Average Closing Price**" means (aa) 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 (bb) 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; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the Share Purchases 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.

3.4 Status of Purchased Shares

Under the Bermuda Companies Act, any Share which is purchased by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to that Share will expire on such cancellation) unless such Share is purchased or acquired to be held, and is held by the Company as a Treasury Share. When Shares purchased or acquired by the Company are cancelled and not held as Treasury Shares, the issued share capital of the Company will be diminished by the nominal value of such Shares purchased or acquired by the Company. This shall not be taken as reducing the Company's authorised share capital.

Any Shares purchased or acquired by the Company (and not held as Treasury Shares by the Company) and cancelled will be automatically de-listed by the SGX-ST and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase.

3.5 Treasury Shares

Under the Bermuda Companies Act, a company may purchase its own shares if authorised by its memorandum of association or bye-laws. Some provisions on treasury shares under the Bermuda Companies Act are summarised below:–

(i) Maximum Holdings

The shares so purchased may either be cancelled or may be held as treasury shares. If the shares purchased are cancelled, the company's issued, but not its authorised share capital will be diminished accordingly. Under the laws of Bermuda, if a company holds shares as treasury shares, the company shall be entered in the

registry of members as the member holding the shares but the company is not permitted to exercise any rights in respect of those shares (including any right to attend and vote at meetings), and any purported exercise of such right is void.

A company may not acquire its own shares to be held as treasury shares if, as a result of the acquisition, all of the company's issued shares, other than the shares to be held as treasury shares, would be non-voting shares.

No acquisition by a company of its own shares to be held as treasury shares may be effected if, on the date on which the acquisition is to be effected, there are reasonable grounds for believing that the company is, or after the acquisition would be, unable to pay its liabilities as they become due.

(ii) Voting and Other Rights

A company cannot exercise any right in respect of treasury shares including any right to attend and vote at meetings and any purported exercise of such a right is void.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the company's assets (including any distributions of assets to members on a winding up) may be made, to the company in respect of treasury shares. However, the making of an allotment of shares as fully paid bonus shares in respect of treasury shares is allowed and any such bonus shares shall be treated for the purposes of the Bermuda Companies Act as if they had been acquired by the company at the time they were allotted. Also, a subdivision or consolidation of any treasury shares into shares of a different amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

(iii) Disposal and Cancellation

Where shares are held as treasury shares, a company may, *inter alia*, at any time:–

(a) continue to hold all or any of such treasury shares;

(b) dispose of or transfer all or any of the treasury shares for the purpose of or pursuant to any employee share scheme;

(c) dispose of or transfer all or any of the treasury shares for cash or other consideration;

(d) cancel all or any of the treasury shares; or

(e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister of Finance.

A company may transfer any treasury shares for the purpose of or pursuant to an employee share option or award scheme. The number of shares held as treasury shares shall not at any time exceed 10% of the total issued ordinary share capital of the company. In the event of any sale, transfer, cancellation and/or use of treasury shares, the Listing Manual requires the company to make an immediate announcement stating the following:–

(aa) the date of such sale, transfer, cancellation and/or use;

(bb) the purpose of such sale, transfer, cancellation and/or use;

(cc) the number of treasury shares sold, transferred, cancelled and/or used;

(dd) the number of treasury shares before and after such sale, transfer, cancellation and/or use;

(ee) the percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and

(ff) the value of the treasury shares if they are used for a sale or transfer, or cancelled.

3.6 Source of Funds

Under the Bermuda Companies Act, a purchase of shares may only be funded, so long as the company is solvent, out of the capital paid-up on the shares to be purchased, or out of the funds of the company which would otherwise be available for dividend or distribution, or out of the proceeds of a fresh issue of shares made for the purpose of the purchase and the premium payable on the purchase (i.e. the amount paid in excess of the nominal value of the shares to be purchased) must be provided for out of the funds of the company which would otherwise be available for dividend or distribution, or out of the company's share premium account before the shares are purchased. Any amount due to a Shareholder by the Company on purchase of its own Shares may be (i) paid in cash, (ii) satisfied by the transfer of any part of the undertaking or property of the Company having the same value or (iii) satisfied partly in cash and partly by the transfer of any part of the undertaking or property of the Company having the same value.

In undertaking Share Purchases, the Company may only apply funds legally available for such purchase in accordance with the Bermuda Companies Act, the Bye-Laws and the applicable laws in Singapore. The Company may not purchase its Shares for consideration other than cash or, in the case of an On-Market Purchase, for settlement other than in accordance with the trading rules of the SGX-ST. No purchase or acquisition by the Company of its own shares may be effected if, on the date on which the purchase or acquisition is effected, there are reasonable grounds for believing that the Company is, or after the purchase or acquisition would be, unable to pay its liabilities as they become due.

The Company may use its internal resources of funds and/or external borrowings, or a combination of internal resources and external borrowings to finance buyback of its Shares. It is not possible for the Company to realistically calculate or quantify the impact of purchases that may be made pursuant to the Share Buyback Mandate on the Company's consolidated NTA and EPS as the resultant effect would depend on factors such as the aggregate number of Shares purchased, the purchase prices paid at the relevant time and the amount (if any) borrowed by the Company to fund the purchase.

Where the Share Purchase is made out of distributable profits, such purchase (excluding related brokerage, goods and services tax, stamp duties and clearance fees) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the Share Purchase is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Where the Share Purchase is financed through internal resources, it will reduce the cash reserves of the Company, and thus the current assets and Shareholders' funds of the Company. This will result in an increase in the gearing ratios of the Company and a decline in the current ratios of the Company. The actual impact on the gearing and current ratios will depend on the number of Shares purchased or acquired and the prices at which the Shares are purchased or acquired.

Where the Share Purchase is financed through external borrowings or financing, there would be an increase in the gearing ratios of the Company and a decline in the current ratios of the Company, with the actual impact dependent on the number of Shares purchased or acquired and the prices at which the Shares are purchased or acquired. The Directors will only make purchases or acquisitions pursuant to the Share Buyback Mandate in circumstances which they believe will not result in any material adverse effect to the financial condition of the Company and would cause the Company to be insolvent.

3.7 Financial Effects

The financial effects on the Company and the Group arising from Share Purchases will depend on, *inter alia*, the number of Shares purchased, whether the Shares are purchased out of profits and/or capital of the Company, the price paid for such Shares and whether the Shares purchased are held in treasury or cancelled.

The financial effects on the Company and the Group, based on the audited consolidated financial statements of the Company for the financial year ended 31 March 2022, are based on the following principal assumptions:–

(i) the number of Shares purchased was 42,919,783 (representing 10% of 429,197,837 issued Shares excluding Treasury Shares and subsidiary holdings as at the Latest Practicable Date and assuming no further Shares were issued and no Shares were held by the Company as Treasury Shares on or prior to the AGM);

(ii) in the case of On-Market Purchases, the Maximum Price was S$0.55 per Share (being the price equivalent to 5% above the Average Closing Prices of the Shares for the five Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date) and accordingly the maximum amount of funds required for the purchase or acquisition of 42,919,783 Shares (excluding ancillary expenses such as related brokerage, goods and services tax, stamp duties and clearance fees) is approximately S$23,524,333;

(iii) in the case of Off-Market Purchases, the Maximum Price was S$0.57 per Share (being the price equivalent to 10% above the Average Closing Prices of the Shares for the five Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date) and accordingly the maximum amount of funds required for the purchase or acquisition of 42,919,783 Shares (excluding ancillary expenses such as related brokerage, goods and services tax, stamp duties and clearance fees) is approximately S$24,644,539;

(iv) the Share Purchases took place on 31 March 2022; and

(v) transaction costs incurred for the Share Purchases are assumed to be insignificant and have been ignored for the purpose of computing the financial effects.

For illustrative purposes only, based on the assumptions set out above, the financial effects of the purchase of 42,919,783 Shares by the Company pursuant to the Share Buyback Mandate by way of:–

(a) purchases made entirely out of capital and held as Treasury Shares; and

(b) purchases made entirely out of capital and cancelled,

on the audited consolidated financial statements of the Company for the financial year ended 31 March 2022, are set out in "*Scenario 1 – Share Purchases made entirely out of capital and held as Treasury Shares*" and "*Scenario 2 – Share Purchases made entirely out of capital and cancelled*" below, respectively.

As the financial effects of Share Purchases made entirely out of profits are similar to that of purchases made entirely out of capital, only the financial effects by way of purchases made entirely out of capital are illustrated below in this Circular.

Scenario 1 – Share Purchases made entirely out of capital and held as Treasury Shares

	Group			Company		
(HK$'000)	**Before Share buyback**	**After Share buyback assuming On-Market Purchase**	**After Share buyback assuming Off-Market Purchase**	**Before Share buyback**	**After Share buyback assuming On-Market Purchase**	**After Share buyback assuming Off-Market Purchase**
Share capital	43,563	43,563	43,563	43,563	43,563	43,563
Shareholders' funds	1,368,603	1,235,935	1,229,618	570,571	437,903	431,586
NTA	1,368,357	1,235,689	1,229,372	570,571	437,903	431,586
Current assets	1,686,180	1,553,512	1,547,195	488,072	355,404	349,087
Current liabilities	724,078	724,078	724,078	831	831	831
Working capital	962,102	829,434	823,117	487,241	354,573	348,256
Total borrowings	–	–	–	–	–	–
Cash & cash equivalents	936,665	803,997	797,680	212	(132,456)	(138,773)
Profit after tax and minority interest	113,546	113,546	113,546	146,224	146,224	146,224
Number of Shares ('000)						
Number of Treasury Shares	3,716	46,636	46,636	3,716	46,636	46,636
Number of issued Shares (excluding Treasury Shares)	431,915	388,995	388,995	431,915	388,995	388,995
Weighted average number of issued Shares (excluding Treasury Shares)	435,451	392,531	392,531	435,451	392,531	392,531
Financial Ratios						
NTA per Share (HK cents)[(1)]	316.81	317.66	316.04	132.10	112.57	110.95
Basic EPS (HK cents)[(2)]	26.08	28.93	28.93	33.58	37.25	37.25
Net gearing (times)[(3)]	–	–	–	–	0.30	0.32
Return on equity (%)[(4)]	8.30%	9.19%	9.23%	25.63%	33.39%	33.88%

Scenario 2 – Share Purchases made entirely out of capital and cancelled

	Group			Company		
(HK$'000)	**Before Share buyback**	**After Share buyback assuming On-Market Purchase**	**After Share buyback assuming Off-Market Purchase**	**Before Share buyback**	**After Share buyback assuming On-Market Purchase**	**After Share buyback assuming Off-Market Purchase**
Share capital	43,563	39,271	39,271	43,563	39,271	39,271
Shareholders' funds	1,368,603	1,235,935	1,229,618	570,571	437,903	431,586
NTA	1,368,357	1,235,689	1,229,372	570,571	437,903	431,586
Current assets	1,686,180	1,553,512	1,547,195	488,072	355,404	349,087
Current liabilities	724,078	724,078	724,078	831	831	831
Working capital	962,102	829,434	823,117	487,241	354,573	348,256
Total borrowings	–	–	–	–	–	–
Cash & cash equivalents	936,665	803,997	797,680	212	(132,456)	(138,773)
Profit after tax and minority interest	113,546	113,546	113,546	146,224	146,224	146,224
Number of Shares ('000)						
Number of Treasury Shares	3,716	46,636	46,636	3,716	46,636	46,636
Number of issued Shares (excluding Treasury Shares)	431,915	388,995	388,995	431,915	388,995	388,995
Weighted average number of issued Shares (excluding Treasury Shares)	435,451	392,531	392,531	435,451	392,531	392,531
Financial Ratios						
NTA per Share (HK cents)[(1)]	316.81	317.66	316.04	132.1	112.57	110.95
Basic EPS (HK cents)[(2)]	26.08	28.93	28.93	33.58	37.25	37.25
Net gearing (times)[(3)]	–	–	–	–	0.30	0.32
Return on equity (%)[(4)]	8.30%	9.19%	9.23%	25.63%	33.39%	33.88%

Notes:–

(1) NTA per Share equals NTA divided by number of issued Shares (excluding Treasury Shares) as at 31 March 2022.

(2) Basic EPS equals profit after tax and minority interest divided by the weighted average number of issued Shares (excluding Treasury Shares) as at 31 March 2022.

(3) Net gearing equals total borrowings less cash and cash equivalents divided by Shareholders' funds.

(4) Return on equity equals profit after tax and minority interest divided by Shareholders' funds.

Shareholders should take note that the financial effects as set out in "*Scenario 1 – Share Purchases made entirely out of capital and held as Treasury Shares*" and "*Scenario 2 – Share Purchases made entirely out of capital and cancelled*" above are purely for illustration purposes. In particular, it is important to note they are based on audited historical numbers for the financial year ended 31 March 2022 and, are not necessarily representative of the Company's future financial performance.

Although the Share Buyback Mandate would authorise the Company to purchase up to 10% of the Company's issued Shares, the Company may not necessarily purchase or be able to purchase the entire 10% of the issued Shares. In addition, the Company may cancel all or part of the Shares purchased or acquired or hold all or part of the Shares purchased or acquired as Treasury Shares.

3.8 Tax Implications

Shareholders who are in any doubt as to their respective tax positions or the tax implications of Share Purchases by the Company, or who may be subject to tax whether inside or outside Singapore, should consult their own professional advisers.

3.9 Listing Status

The Directors will ensure that the Share Purchases will not have any effect on the listing of the Company's securities including the Shares listed on the SGX-ST. The Company is required under Rule 723 of the SGX-ST Listing Manual to ensure that at least 10% of its Shares are in the hands of the public. The "**public**", as defined in the Listing Manual, are persons other than the Directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the Company and its subsidiaries, as well as the associates (as defined in the Listing Manual) of such persons.

The Directors shall safeguard the interests of the public (as defined above) before undertaking any Share Purchase. Before exercising the Share Buyback Mandate, the Directors shall at all times take due cognisance of (i) the then shareholding spread of the Company in respect of the number of Shares held by Substantial Shareholders and by non-Substantial Shareholders; and (ii) the volume of trading on the SGX-ST in respect of the Shares immediately before the exercise of any Share Purchase.

As at the Latest Practicable Date, there are 321,207,065 Shares in the hands of the public (as defined above) representing 74.8% of the issued Shares excluding Treasury Shares and subsidiary holdings. Assuming that the Company purchases 42,919,783 Shares through market purchases up to the full 10% limit pursuant to the Share Buyback Mandate, the number of Shares in the hands of the public would be reduced to 278,287,282 Shares, representing 72.0% of the Shares excluding Treasury Shares and subsidiary holdings as at the Latest Practicable Date.

Accordingly, the Company is of the view that there is a sufficient number of Shares in issue held by the public (as defined above) which would permit the Company to undertake purchases or acquisitions of its Shares through market purchases up to the full 10% limit pursuant to the Share Buyback Mandate without adversely affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to adversely affect orderly trading. The Company will ensure that notwithstanding the Share Purchases, a sufficient float in the hands of the public will be maintained in order not to cause market illiquidity or affect orderly trade.

3.10 SGX-ST – Listing Manual

Under the Listing Manual, a listed company may only purchase shares by way of a market acquisition at a price which is not more than 5% above the average closing market price. The term "**average closing market price**" is defined in the Listing Manual as (i) the average of the closing market prices of shares over the last five Market Days, on which transactions in the shares were recorded, before the day on which purchases are made; and (ii) deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day on which the purchases are made. The Maximum Price for a Share in relation to market purchases by the Company, referred to in Section 3.3(iv) of this Circular, conforms to this restriction.

Additionally, the Listing Manual also specifies that a listed company shall notify all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 am:–

(a) in the case of an On-Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares; and

(b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such notification shall include, details of the total number of shares authorised for purchase, the date of purchase, the total number of shares purchased, the purchase price per share, the total purchase price for the Shares, the highest and lowest prices per share for the shares purchased to date and the number of issued shares after purchase, in the form prescribed under the Listing Manual.

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time(s), because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase of Shares pursuant to the Share Buyback Mandate at any time after any matter or development of a price sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price-sensitive information has been publicly announced. In particular, in line with the best practices guide on securities dealings issued by the SGX-ST, the Company will not purchase or acquire any Shares during the period commencing one month immediately preceding the announcement of the Company's half year and annual financial statements and ending on the date of the announcement of the relevant results.

3.11 Application of the Take-over Code

(i) Obligations to make a take-over offer

Under Rule 14 of the Take-over Code, a person will be required to make a general offer for a public company if:–

(a) he acquires 30% or more of the voting rights in the company; or

(b) he, together with persons acting in concert with him, holds between 30% and 50% of the voting rights in the company and he, or any person acting in concert with him, increases their voting rights in the company by more than 1% in any six-month period.

If, as a result of any purchase or acquisition by the Company of its Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert under the Take-over Code:–

(aa) the following companies:–

(zz) a company;

(yy) the parent company of (zz);

(xx) the subsidiaries of (zz);

(ww) the fellow subsidiaries of (zz);

(vv) the associated companies of any of (zz), (yy), (xx) or (ww);

(uu) companies whose associated companies include any of (zz), (yy), (xx), (ww) or (vv); and

(tt) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights; and

(bb) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts).

For this purpose, ownership or control of at least 20% but not more than 50% of the equity share capital of a company will be regarded as the test of associated company status. The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

Under Appendix 2 of the Take-over Code, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights in the Company of such Directors and their concert parties would:–

(A) increase to 30% or more; or

(B) if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties increase by more than 1% in any period of six months.

In calculating the percentages of voting rights in the Company of such Directors and their concert parties, Treasury Shares shall be excluded.

A Shareholder who is not acting in concert with the Directors will not incur an obligation to make a take-over offer for the Company under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or if the voting rights of such Shareholder fall between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder increases by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the ordinary resolution authorising the Share Buyback Mandate.

Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer under Rule 14 of the Take-over Code as a result of any Share Purchases by the Company pursuant to the Share Buyback Mandate are advised to consult their professional advisers and/or the Council before they acquire any Shares during the period when the renewed Share Buyback Mandate is in force.

Details of the interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date are set out in Section 4 of this Circular.

(ii) Take-over implications arising from the Share Buyback Mandate

Based on the Company's Register of Directors' Shareholdings and Register of Substantial Shareholders maintained by the Company as at the Latest Practicable Date, the shareholdings of the Directors and the Substantial Shareholders before and after the Share Buyback Mandate (assuming (a) the Company purchased a maximum number of 42,919,783 Shares, being 10% of the total number of issued Shares excluding Treasury Shares and subsidiary holdings of the Company as at the Latest Practicable Date, and (b) there was no change in the number of Shares held or deemed to be held by the Directors and the Substantial Shareholders) are as follows:–

	Before Share buyback			After Share buyback		
Substantial Shareholders	**Direct Interest**	**Deemed Interest**	**Total Interest (%)[1]**	**Direct Interest**	**Deemed Interest**	**Total Interest (%)[2]**
Tse Chong Hing[3]	75,990,411	–	17.7	75,990,411	–	19.7
Chow Kok Kit[4]	32,000,361	–	7.5	32,000,361	–	8.3

Notes:–

(1) As a percentage of the total number of issued Shares excluding Treasury Shares and subsidiary holdings of the Company as at the Latest Practicable Date, comprising 429,197,837 Shares.

(2) As a percentage of the total number of issued Shares excluding Treasury Shares and subsidiary holdings of the Company as at the Latest Practicable Date, comprising 386,278,054 Shares (assuming that the Company purchased or acquired the maximum number of 42,919,783 Shares under the Share Buyback Mandate).

(3) Mr. Tse Chong Hing is the Chairman and Managing Director of the Company.

(4) Mr. Chow Kok Kit is the Executive Director of the Company.

Based on the Company's Register of Directors' Shareholdings and Register of Substantial Shareholders maintained by the Company as at the Latest Practicable Date, in the event the Company undertakes Share Purchases within the Relevant Period of up to 10% of the issued Shares of the Company as at the Latest Practicable Date as permitted by the Share Buyback Mandate, the shareholdings and voting rights of each of Mr. Tse Chong Hing and Mr. Chow Kok Kit will remain below 30% respectively. Accordingly, neither Mr. Tse Chong Hing nor Mr. Chow Kok Kit is required to make a general offer pursuant to Rule 14 of the Take-over Code.

3.12 Share Purchases in the previous 12 months

As at the Latest Practicable Date, the Company had, pursuant to the Share Buyback Mandate approved by Shareholders at the 2021 AGM, purchased or acquired an aggregate of 6,428,000 Shares by way of On-Market Purchases. The lowest and highest price paid was S$0.510 and S$0.545 per Share respectively. The total consideration paid (excluding brokerage, commission, applicable goods and services tax, and other related expenses) was S$3,390,032. As at the Latest Practicable Date, the Company had not purchased or acquired any Shares by way of an Off-Market Purchase pursuant to the Share Buyback Mandate approved by Shareholders at the 2021 AGM.

4 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors in the Shares as recorded in the Company's Register of Directors' Shareholdings as at the Latest Practicable Date are set out below:–

Name of Director	Direct Interest	Deemed Interest	Total Interest (%)[1]
Tse Chong Hing	75,990,411	–	17.7
Chow Kok Kit	32,000,361	–	7.5
Ong Tiew Siam	–	–	–
Tan Siok Chin	–	–	–
Loo Cheng Guan	–	–	–

Note:–

(1) As a percentage of the total number of issued Shares excluding Treasury Shares and subsidiary holdings of the Company as at the Latest Practicable Date, comprising 429,197,837 Shares.

The interests of the Substantial Shareholders as recorded in the Company's Register of Substantial Shareholders as at the Latest Practicable Date are set out below:–

Name of Substantial Shareholder	Direct Interest	Deemed Interest	Total Interest (%)[1]
Tse Chong Hing	75,990,411	–	17.7
Chow Kok Kit	32,000,361	–	7.5

Note:–

(1) As a percentage of the total number of issued Shares excluding Treasury Shares and subsidiary holdings of the Company as at the Latest Practicable Date, comprising 429,197,837 Shares.

Save for their respective shareholdings in the Company set out above, none of the Directors and the Substantial Shareholders have any interest, direct or indirect, in the Share Buyback Mandate.

5 DIRECTORS' RECOMMENDATION

The Directors having fully considered, *inter alia*, the terms and rationale of the Proposed Change of Auditors and the Proposed Renewal of the Share Buyback Mandate as set out in this Circular, are of the opinion that each of the Proposed Change of Auditors and the Proposed Renewal of the Share Buyback Mandate is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of Resolution 8 and Resolution 11 to be proposed at the forthcoming AGM.

6 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors and the Proposed Renewal of the Share Buyback Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

7 ANNUAL GENERAL MEETING

The Directors are convening an annual general meeting to be held by electronic means on 29 July 2022 at 10.00 am for the purpose of considering and, if thought fit, passing with or without any modifications, the resolutions set out in the Notice of AGM.

8 ACTION TO BE TAKEN BY SHAREHOLDERS

8.1 **No attendance at AGM.** To minimise the risk of transmissions due to the COVID-19 pandemic, the AGM will be held by electronic means. As such, Shareholders and/or Depositors will not be able to attend the AGM in person.

8.2 **Alternative Arrangements.** Alternative arrangements have been put in place to allow Shareholders and/or Depositors to participate in the AGM by:

(a) observing and/or listening to the AGM proceedings via "live" audio-and-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 AGM ("**Chairman**") as proxy to attend, speak and vote on their behalf at the AGM.

8.3 Shareholders who wish to participate in the AGM and exercise their votes must appoint the Chairman as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. Shareholders appointing the Chairman as proxy must complete and sign the Proxy Form in accordance with the instructions printed thereon and submit it to the Company by 10.00 am on 26 July 2022, being not less than 72 hours before the time fixed for holding the AGM either:

(a) via post addressed 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; or

(b) via email to main@zicoholdings.com

8.4 Depositors (whether individual or corporate) who wish to participate in the AGM and exercise their voting rights must complete the Depositor Proxy Form to effect the appointment by CDP of the Chairman as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM in respect of the Depositor(s) Shares. This Depositor Proxy Form may be accessed at the Company's website at http://www.valuetronics.com.hk/ir/announce.html, and will also be made available on the website of the SGX-ST.

8.5 Investors holding Shares through the Supplementary Retirement Scheme ("**SRS**") who wish to vote should approach their respective SRS Operators to submit their votes by 5.00 pm on 19 July 2022, being at least seven working days before the date of the AGM.

8.6 Investors holding Shares through Relevant Intermediaries ("**Investors**") (other than SRS Investors) will not be able to pre-register for the "live" broadcast of the AGM. An Investor who wishes to participate in the "live" broadcast of the AGM should approach his/her Relevant Intermediary as soon as possible in order to make the necessary arrangements.

8.7 An investor (other than SRS Investors) who wishes to vote should also approach his/her Relevant Intermediary as soon as possible to specify his/her voting instructions.

9 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection 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, during normal business hours from the date of this Circular up to and including the time and date of the AGM:–

(i) the Memorandum of Association and the Bye-Laws of the Company;

(ii) the Annual Report of the Company for the financial year ended 31 March 2022;

(iii) the Professional Clearance Letter;

(iv) the letter of consent to act as Auditors from PwC Singapore dated 20 June 2022; and

(v) the letter from PwC Hong Kong to the Company dated 28 June 2022 not to seek re-appointment as Auditors at the AGM.

Yours faithfully,
For and on behalf of the Board of Directors of
VALUETRONICS HOLDINGS LIMITED

Tse Chong Hing
Chairman and Managing Director