VALUETRONICS HOLDINGS LIMITED
(Registration No.: 38813)
(Incorporated in Bermuda)
(the "**Company**")

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(1) Completion in respect of Conditional Share Subscription Agreement entered into by Value Match Company Limited, a wholly-owned subsidiary ("VML") dated 16 September 2025 in relation to Trio AI Limited ("Trio AI")
(2) Signing of Amended & Restated Shareholders Agreement

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*Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the Company's announcement dated 16 September 2025 (the "**Prior Announcement**").*

1. INTRODUCTION

1.1 The board of directors (the "**Board**" or "**Directors**") of Valuetronics Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to refer to the prior Announcement wherein it had announced that Trio AI had entered into a conditional share subscription agreement (the "**Subscription Agreement**") with YH Inv Holdings Limited and, VML and Sinnet Cloud HK Limited, pursuant to which YH Inv Holdings Limited would subscribe for 15,000,000 new ordinary shares in Trio AI, representing approximately 51.73% of the enlarged issued share capital for an aggregate cash consideration of HK$15,000,000 (the "**Subscription**").

2. COMPLETION

2.1 The Board wishes to announce that completion of the Subscription took place on 14 October 2025, following satisfaction of the conditions precedent set out in the Subscription Agreement.

2.2 Following completion of the Subscription, the issued and paid-up share capital of Trio AI is HKD29,000,000 divided into 29,000,000 ordinary shares, and the shareholding interests are as follows:

- YH Inv Holdings Limited holding 15,000,000 ordinary shares representing 51.7% of the issued share capital
- Value Match Company Limited holding 7,700,000 ordinary shares representing 26.6% of the issued share capital
- Sinnet Cloud HK Limited holding 6,300,000 ordinary shares representing 21.7% of the issued share capital

2.3 Trio AI has ceased to be a subsidiary of the Company and become an associate of the Company on completion of the Subscription.

3. AMENDED & RESTATED SHAREHOLDERS AGREEMENT

In connection with completion of the Subscription, YH Inv Holdings Limited, VML, SinnetCloud HK and Trio AI have also entered into an amended & restated shareholders' agreement (the "**A&R SHA**") to amend and restate the existing joint venture agreement dated 24 June 2024 entered into by VML, SinnetCloud HK and Trio AI to, *inter alia*, reflect the revised shareholdings and governance arrangements of Trio AI. Please refer to paragraph 5 in the Prior Announcement for more details on the principal terms of the A&R SHA.

4. FINANCIAL EFFECTS

The completion of the Subscription and the entry into the A&R SHA are not expected to have a material impact on the Group's net tangible assets per share or earnings per share for the financial year ending 31 March 2026.

5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial shareholders of the Company or their respective associates have any interest, direct or indirect in the Subscription, other than in their capacity as Director or Shareholder.

BY ORDER OF THE BOARD
VALUETRONICS HOLDINGS LIMITED

Tse Chong Hing
Chairman and Managing Director

14 October 2025