VALUETRONICS HOLDINGS LIMITED

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

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of the members of the Company will be held on 24 July 2017, at Level 3, Venus Room I & II, Furama RiverFront, Singapore, 405 Havelock Road, Singapore 169633 at 10.30 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting to be held at 9.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing (with or without any modification), the following resolution(s):

Unless otherwise defined, all capitalized terms herein shall have the same meanings as defined in the circular to shareholders of the Company dated 30 June 2017 (the "Circular").

SPECIAL RESOLUTION: PROPOSED AMENDMENTS TO BYE-LAWS

It is RESOLVED that, approval be and is hereby given to the Company for the following actions:

(a) The amended Bye-Laws of the Company as set out in Annexure 3 to this Circular, be and are hereby approved and adopted as the Bye-Laws of the Company in substitution for and to the exclusion of the existing Bye-Laws of the Company; and

(b) The Directors of the Company and/or any of them be and are hereby authorized to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution.

ORDINARY RESOLUTIONS

Resolution 1: The proposed adoption of the employee share option scheme to be named "The Valuetronics Employee Share Option Scheme 2017" (the "Valuetronics ESOS 2017")

It is RESOLVED that, approval be and is hereby given to the Company for the following actions:

(a) The Valuetronics ESOS 2017, details of which have been set out in this Circular, be and is hereby approved and adopted;

(b) the Directors of the Company be and are hereby authorised:

  (i) to establish and administer the Valuetronics ESOS 2017;

  (ii) to modify and/or amend the Valuetronics ESOS 2017 from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the Valuetronics ESOS 2017;

  (iii) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Valuetronics ESOS 2017;

  (iv) to grant Options in accordance with the rules of the Valuetronics ESOS 2017 and to allot and issue or deliver from time to time such number of New Shares or Treasury Shares required pursuant to the exercise of the Options under the Valuetronics ESOS 2017; and

  (v) to complete and do all such acts and things, and to approve, execute and deliver on behalf of the Company all such documents as they may consider necessary, desirable, expedient or appropriate for the purposes of or to give effect to this Resolution and the Valuetronics ESOS 2017 as they think fit and in their absolute discretion.

Resolution 2: The proposed grant of Options at a discount under the Valuetronics ESOS 2017

It is RESOLVED that, subject to and contingent upon Resolution 1 being passed, the Directors be and are hereby authorised to grant Options in accordance with the rules of the Valuetronics ESOS 2017 with exercise prices set at a discount to the Market Price, provided always that such discount does not exceed 20% and the exercise price per Share issued under the Options does not fall below the nominal value of HK$0.10 per Share.

Resolution 3: The proposed adoption of the performance share plan to be named "The Valuetronics Performance Share Plan 2017" (the "Valuetronics PSP 2017")

It is RESOLVED that, approval be and is hereby given to the Company for the following actions:

(a) The Valuetronics PSP 2017 be and is hereby approved and adopted;

(b) The Directors of the Company be and are hereby authorised:

  (i) to establish and administer the Valuetronics PSP 2017;

  (ii) to modify and/or amend the Valuetronics PSP 2017 from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Valuetronics PSP 2017 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Valuetronics PSP 2017;

  (iii) to grant Award(s) in accordance with the rules of the Valuetronics PSP 2017 and to allot and issue from time to time such number of New Shares as may be required to be issued pursuant to the vesting of the Award(s) under the Valuetronics PSP 2017; and

  (iv) to complete and do all such acts and things, and to approve, execute and deliver on behalf of the Company all such documents as they may consider necessary, desirable, expedient or appropriate for the purposes of or to give effect to this Resolution and the Valuetronics PSP 2017 as they think fit and in their absolute discretion.

BY ORDER OF THE BOARD

Tse Chong Hing
Chairman and Managing Director
30 June 2017

Notes:

(1) Terms and expressions not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders dated 30 June 2017.

(2) With the exception of CDP (which may appoint more than two (2) proxies), a member of the Company who is entitled to attend and vote at the SGM and who is the holder of two (2) or more Shares is entitled to appoint no more than two (2) proxies to attend the meeting and vote in his stead. A proxy need not be a member of the Company.

(3) All Depositor Proxy Forms must be lodged at the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than forty-eight (48) hours before the time appointed for holding the SGM in order for the proxy to be entitled to attend and vote at the SGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.