

VALUETRONICS HOLDINGS LIMITED

(Incorporated in Bermuda)
(Company Registration Number 38813)
(the "Company")

DIVIDEND POLICY

1. The Board of Directors of Valuetronics Holdings Limited (the "**Company**") and together with its subsidiaries, the "**Group**") wishes to announce that the Company has adopted a dividend policy which aims to provide shareholders of the Company ("**Shareholders**") with a target annual dividend payout of at least 30% of the net profit attributable to Shareholders in any financial year, whether as interim and/or final dividends, the declaration and payment of dividends being determined at the sole discretion of the Board of Directors of the Company (the "**Board**").
2. The total dividend recommended, declared or paid in any financial year shall not exceed 50% of the total net profit attributable to Shareholders, unless otherwise approved by the Board.
3. In proposing any dividend payout and/or determining the form, frequency and/or the amount of such dividend payout, the Board shall also take into account, *inter alia*:
 - (i) the Group's actual and expected financial performance and financial conditions;
 - (ii) retained earnings and distributable reserves;
 - (iii) results of operation and cash flow;
 - (iv) the level of the Company's debts to equity ratio and return on equity;
 - (v) the ability of the Company's subsidiaries to make dividend payments to the Company;
 - (vi) restrictions on payment of dividends that may be imposed on the Company by any of its financing arrangements;
 - (vii) the Group's expected working capital requirements, the Group's expected capital expenditure, future expansion, other investment plans and other funding requirements;
 - (viii) general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group, including such legal or contractual restrictions as may apply from time to time or which our Directors may consider appropriate in the interest of the Company; and
 - (ix) such other factors that the Directors deem appropriate.
4. This dividend policy and the declaration and/or payment of future dividends under this policy are subject to the Board's continuing determination that this dividend policy and the declaration and/or payment of dividends would be in the best interests of the Company and Shareholders, and are in compliance with all applicable laws and regulations. The Board endeavours to maintain a balance between meeting Shareholders' expectations

and prudent capital management with a sustainable dividend policy. The Board will continually review the dividend policy and reserves the right in its sole and absolute discretion to update, amend, modify and/or cancel the dividend policy at any time, and this dividend policy shall in no way constitute a legally binding commitment by the Company in respect of its future dividend and/or in no way obligates the Company to declare a dividend at any time or from time to time.

5. Any dividends declared by the Company must be approved by an ordinary resolution of Shareholders at an annual general meeting and must not exceed the amount recommended by the Board. The Board may, without the approval of Shareholders, also declare an interim dividend.
6. Please note that the Company's dividend policy is not indicative in any way of, and should not be construed in any manner as, a forecast statement or projection made by the Company or the Board on the future financial results and performance of the Company. In particular, no inference should or can be made from any of the foregoing statements as to the actual future profitability of the Company or the ability of the Company to pay dividends in any of the periods discussed.

BY ORDER OF THE BOARD

TSE CHONG HING
Chairman and Managing Director
28 May 2014