



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

NOTICE OF SPECIAL GENERAL MEETING

All capitalised terms in this Notice of Special General Meeting which are not defined herein shall have the same meaning ascribed to them in the Company's Circular to Shareholders dated 21 April 2017.

NOTICE IS HEREBY GIVEN that a Special General Meeting of the Shareholders of the Company will be held on 22 May 2017 at 10:00 a.m. at Conference Room 1, TKP Singapore (Raffles Place), 55 Market Street, #03-01, Singapore 048941 for the purpose of considering and, if thought fit, passing with or without modification, the Special Resolution set out below.

SPECIAL RESOLUTION – THE PROPOSED BONUS ISSUE

That upon recommendation of the board of directors of the Company (the “**Directors**”), the Directors be and are hereby authorised to:

- (a) undertake a bonus issue (the “**Proposed Bonus Issue**”) of 38,531,375 new ordinary shares of par value HK\$0.10 each in the capital of the Company (the “**Shares**”), on the basis of one (1) new Share (the “**Bonus Share**”) for every ten (10) existing Shares (including treasury shares) held by persons who are registered as shareholders of the Company as at 5:00 p.m. on 29 May 2017, being the books closure date, or such other date as may be determined by the Directors (the “**Shareholders**”). Fractional entitlements will be disregarded and disposed of or dealt with in such manner as the Directors may in their absolute discretion deem fit for the benefit of the Company;
- (b) capitalise a sum of HK\$3,853,138, being part of the amount standing to the credit of the share premium account of the Company (the “**Share Premium Account**”), pro-rata to the Shareholders, and accordingly to apply such sum in paying up in full at par 38,531,375 Bonus Shares, and that such Bonus Shares shall be allotted and distributed, issued and credited as fully paid at par, to and amongst the Shareholders, and subject to the memorandum of association and bye-laws of the Company, rank *pari passu* in all respects with the existing Shares except that they shall not rank for any dividends, rights, allotments or other distributions, the record date for which falls before the date on which the Bonus Shares are allotted and issued; and
- (c) enter into all such transactions, arrangements and agreements and approve, execute and deliver, all documents, instruments and agreements, and to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, the amount to be capitalised out of the Share Premium Account and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraphs (a) and (b) of this resolution.

For and on behalf of the Board of Directors of
VALUETRONICS HOLDINGS LIMITED

Tse Chong Hing
Chairman and Managing Director
21 April 2017

Notes:

1. A Shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act of Singapore) is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If a Depositor wishes to appoint a proxy/proxies to attend the Meeting, then he/she must complete and deposit the Depositor Proxy Form at the office of the Singapore share transfer agent of the Company, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 at least forty-eight (48) hours before the time of the Meeting.
3. If a Depositor is a corporation, the instrument appointing a proxy must be executed under the seal or the hand of its duly authorised officer or attorney.

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.