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MEETING SCHEDULE FOR AGM

* Asterisks denote mandatory information


Name of Announcer *	VALUETRONICS HOLDINGS LIMITED
Company Registration No.	38813
Announcement submitted on behalf of	VALUETRONICS HOLDINGS LIMITED
Announcement is submitted with respect to *	VALUETRONICS HOLDINGS LIMITED
Announcement is submitted by *	Tse Chong Hing
Designation *	Chairman & Managing Director
Date & Time of Broadcast	01-Jul-2011 07:36:08
Announcement No.	00010

>> Announcement Details

The details of the announcement start here ...

Date *	18 Jul 2011
Time *	10:00:AM
Company *	VALUETRONICS HOLDINGS LIMITED
Venue *	AMARA HOTEL, CONNECTION 3, LEVEL 3, 165 TANJONG PAGAR ROAD, SINGAPORE 088539

Attachments

 [Valuetronics_Notice_of_AGM.pdf](#)
 Total size = **54K**
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VALUETRONICS HOLDINGS LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of VALUETRONICS HOLDINGS LIMITED ("the Company") will be held at Amara Hotel, Connection 3, Level 3, 165 Tanjong Pagar Road, Singapore 088539 on Monday, 18 July 2011 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- 1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 March 2011 together with the Auditors' Report thereon. (Resolution 1)
2. To declare a final dividend of HK 14.0 cents per ordinary share (tax not applicable) for the year ended 31 March 2011 (2010: HK 7.0 cents per ordinary share). (Resolution 2)
3. To re-elect the following Directors retiring pursuant to Bye-law 104 of the Company's Bye laws: Chow Kok Kit (Resolution 3), Hung Kai Wing (Resolution 4)
4. To approve the payment of Directors' fees of S\$176,000 for the year ending 31 March 2012, to be paid quarterly in arrears at the end of each calendar quarter. (2011: S\$160,000). (Resolution 5)
5. To re-appoint RSM Nelson Wheeler as Director of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- 7. Authority to allot and issue shares up to 50 per centum (50%) of issued shares - Ordinary Resolution
That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:
(a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the issued shares (excluding treasury shares) in the Company;
(b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
(i) new Shares arising from the conversion or exercise of convertible securities;
(ii) new Shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
(iii) any subsequent bonus issue, consolidation or subdivision of Shares;
(c) And that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities. [See Explanatory Note (i)] (Resolution 7)
8. Authority to allot and issue shares under the Valuetronics Employee Share Option Scheme and the Valuetronics Performance Share Plan - Ordinary Resolution
That authority be and is hereby given to the Directors to offer and grant options in accordance with the Valuetronics Employee Share Option Scheme ("ESOS") and/or to grant awards in accordance with the Valuetronics Performance Share Plan (the "PSP") and allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the ESOS and/or the vesting of awards under the PSP, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the ESOS and the PSP shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time. [See Explanatory Note (ii)] (Resolution 8)
9. Proposed offer and grant to Mr Tse Chong Hing of Awards - Ordinary Resolution
THAT, the offer to Mr Tse Chong Hing, a Controlling Shareholder of the Company of Awards in accordance with the Valuetronics Performance Share Plan on the following terms:-
(a) Proposed date of grant of Awards : Within one (1) month from the date of the AGM
(b) Number of Shares comprised in the proposed Awards : Not exceeding 225,000 Shares, being approximately 0.42% of the total number of Shares issued and issuable under the Valuetronics PSP and the Valuetronics ESOS. This is on the assumption that the total number of Shares available under the Valuetronics PSP and the Valuetronics ESOS, being 15% of the total number of issued Shares of the Company is 53,328,810 as at 15 June 2011, being the latest practicable date prior to the printing of the circular to shareholders dated 1 July 2011 (the "Latest Practicable Date"). The total number of Shares available under the Valuetronics PSP and the Valuetronics ESOS will vary depending on the issued share capital of the Company from time to time.

be and is hereby approved. [See Explanatory Note (iii)]

(Resolution 9)

10. Proposed offer and grant to Mr Tse Chong Hing of Options - Ordinary Resolution

THAT, the offer to Mr Tse Chong Hing, a Controlling Shareholder of the Company of Options in accordance with the Valuetronics Employee Share Option Scheme on the following terms:-

- (a) Proposed date of grant of Options : Within one (1) month from the date of the AGM
(b) Number of Shares comprised in the proposed Options : Not exceeding 225,000 Shares, being approximately 0.42% of the total number of Shares issued and issuable under the Valuetronics PSP and the Valuetronics ESOS. This is on the assumption that the total number of Shares available under the Valuetronics PSP and the Valuetronics ESOS, being 15% of the total number of issued Shares of the Company is 53,328,810 as at the Latest Practicable Date. The total number of Shares under the Valuetronics PSP and the Valuetronics ESOS will vary depending on the issued share capital of the Company from time to time.
(c) Exercise Price per Share (in the case of Options) : 20% discount of the Market Price at the relevant date of grant
(d) Exercise Period (in the case of the Options) : Exercisable after two (2) years from the date of grant.

be and is hereby approved. [See Explanatory Note (iii)]

(Resolution 10)

11. Proposed offer and grant to Mr Chow Kok Kit of Awards - Ordinary Resolution

THAT, the offer to Mr Chow Kok Kit, a Controlling Shareholder of the Company of Awards in accordance with the Valuetronics Performance Share Plan on the following terms:-

- (a) Proposed date of grant of Awards : Within one (1) month from the date of the AGM
(b) Number of Shares comprised in the proposed Awards : Not exceeding 700,000 Shares, being approximately 1.31% of the total number of Shares issued and issuable under the Valuetronics PSP and the Valuetronics ESOS. This is on the assumption that the total number of Shares available under the Valuetronics PSP and the Valuetronics ESOS, being 15% of the total number of issued Shares of the Company is 53,328,810 as at the Latest Practicable Date. The total number of Shares available under the Valuetronics PSP and the Valuetronics ESOS will vary depending on the issued share capital of the Company from time to time.

be and is hereby approved. [See Explanatory Note (iii)]

(Resolution 11)

12. Proposed offer and grant to Mr Chow Kok Kit of Options - Ordinary Resolution

THAT, the offer to Mr Chow Kok Kit, a Controlling Shareholder of the Company of Options in accordance with the Valuetronics Employee Share Option Scheme on the following terms:-

- (a) Proposed date of grant of Options : Within one (1) month from the date of the AGM
(b) Number of Shares comprised in the proposed Options : Not exceeding 700,000 Shares, being approximately 1.31% of the total number of Shares to be issued under the Valuetronics PSP and the Valuetronics ESOS. This is on the assumption that the total number of Shares available under the Valuetronics PSP and the Valuetronics ESOS, being 15% of the total number of issued Shares of the Company is 53,328,810 as at the Latest Practicable Date. The total number of Shares under the Valuetronics PSP and the Valuetronics ESOS will vary depending on the issued share capital of the Company from time to time.
(c) Exercise Price per Share (in the case of Options) : 20% discount of the Market Price at the relevant date of grant
(d) Exercise Period (in the case of the Options) : Exercisable after two (2) years from the date of grant.

be and is hereby approved. [See Explanatory Note (iii)]

(Resolution 12)

13. Renewal of Share Buyback Mandate - Ordinary Resolution

THAT:-

- (1) the exercise by the directors of the Company (the "Directors") of all the powers of the Company to purchase or otherwise acquire from time to time issued ordinary shares of HK\$0.10 each fully paid up in the capital of the Company (the "Shares") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors at their discretion up to the Maximum Price (as defined below), whether by way of:-
(a) market purchase(s) ("Market Purchases") on the Singapore Exchange Securities Trading Limited (the "SGX-ST"); and/or
(b) off-market purchase(s) ("Off-Market Purchases") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act;
and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");
(2) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:-
(a) the date on which the next annual general meeting of the Company is held; and
(b) the date by which the next annual general meeting of the Company is required by law to be held; and
(3) The Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

In this Resolution:

"Prescribed Limit" means 10% of the issued ordinary share capital of the Company as at the date of passing of this Resolution; and "Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:-

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below) of the Shares; and
(b) in the case of an Off-Market Purchase, 110% of the Average Closing Price (as defined below) of the Shares; and

where:-

"Average Closing Price" means (1) 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 Market Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase; and (2) deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares 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. [See Explanatory Note (iv)]

(Resolution 13)

By Order of the Board

Shirley Lim Keng San
Hazel Chia Luang Chew
Company Secretaries
Singapore, 1 July 2011

Explanatory Notes:

- (i) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro rata basis.
(ii) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company, to allot and issue shares in the Company of up to a number not exceeding in total fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the Scheme.
(iii) Explanatory notes to Ordinary Resolutions 9 to 12 are set out in the Circular dated 1 July 2011.
(iv) The Ordinary Resolution 13 proposed in item 13 above, if passed, will empower the Directors from the date of the above Meeting until the next Annual General Meeting to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the Maximum Price. Information related to this proposed Resolution is set out in the Circular dated 1 July 2011.

Notes:

- 1. A Shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 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. 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, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758, at least forty-eight (48) hours before the time of the Meeting.
3. If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.