



valuetronics

VALUETRONICS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Co. Reg. No: 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 Anson II Level 2, M Hotel Singapore, 81 Anson Road, Singapore 079908 on Monday, 28 July 2008 at 10.00 am for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 March 2008 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final dividend of HK7.8 cents per ordinary share (tax not applicable) for the year ended 31 March 2008 (2007: HK6.3 cents per ordinary share). **(Resolution 2)**
- 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)**
- To approve the payment of Directors' fees of S\$160,000 for the year ended 31 March 2008 (2007: S\$23,671.23). **(Resolution 5)**
- To approve the payment of Directors' fees of S\$160,000 for the year ending 31 March 2009, to be paid quarterly in arrears at the end of each calendar quarter. **(Resolution 6)**
- To re-appoint RSM Nelson Wheeler as the sole Auditors of the Company and to authorise the Directors to fix their remuneration. [See Explanatory Note (i)]. **(Resolution 7)**
- 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:

- Authority to allot and issue shares up to 50 per centum (50%) of issued shares
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:
 - 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;
 - 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:
 - new Shares arising from the conversion or exercise of convertible securities;
 - new Shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - 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. **(Resolution 8)**
- Authority to allot and issue shares under the Valuetronics Employees' Share Option Scheme
That pursuant to Rule 845 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Valuetronics Employees' Share Option Scheme ("the Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme 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 (iii)] **(Resolution 9)**

By Order of the Board of Directors

Shirley Lim Keng San
Hazel Chia Luang Chew
Company Secretaries
Singapore, 4 July 2008

Explanatory Notes:

- Currently Messrs Foo Kon Tan Grant Thornton ("FKT") and RSM Nelson Wheeler ("RSM") are joint auditors of the Company. It is proposed for RSM to assume the role of sole Auditors as FKT have consented not to seek re-appointment as joint Auditors at the Annual General Meeting.
The Directors have considered and decided that it will be more efficient in terms of time and resources to have one firm of auditors audit the accounts of the entire Group. Having one firm of auditors for the Group would entail less duplication of audit work, as less time is spent on reconciliation or cross-checking of audit work. In addition, the Directors have considered the cost savings to the professional audit fees of the Company. In this regard, the Directors therefore proposed to appoint RSM Nelson Wheeler as sole Auditors.
The Board confirmed that there are no disagreements with FKT on accounting treatments within the last 12 months. In addition, the Board also confirmed that it is not aware of any circumstances connected with the change of Auditors that need to be brought to the attention of the Shareholders.
Detailed information relating to this Resolution is set out in the Circular dated 4 July 2008 to Shareholders accompanying the Notice of this Annual General Meeting.
- The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors from the date of the above Annual General 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.
- The Ordinary Resolution 9 proposed in item 9 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.

Notes:

- 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.
- 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, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758, at least forty-eight (48) hours before the time of the Meeting.
- 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.