



valuetronics

VALUETRONICS HOLDINGS LIMITED

(Incorporated in Bermuda on 18 August 2006)
Registration No.: 38813

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special 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 28 July 2008 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions of which Ordinary Resolutions 1 to 9 will be proposed as ordinary resolutions and Special Resolution 1 will be proposed as a special resolution:-

ORDINARY RESOLUTIONS

Resolution 1: Adoption of the proposed Valuetronics Performance Share Plan

THAT:-

- (i) the performance share plan to be known as the "Valuetronics Performance Share Plan", particulars of which are set out in the Company's Circular to its Shareholders dated 4 July 2008, under which awards ("Awards") of fully-paid Shares will be issued free of charge, to selected directors and employees of the Company, its subsidiaries and/or associated companies, including Controlling Shareholders of the Company, be and is hereby approved;
- (ii) the Board of Directors of the Company be and is hereby authorised:-
 - (a) to establish and administer the Valuetronics Performance Share Plan;
 - (b) to modify and/or amend the Valuetronics Performance Share Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Valuetronics Performance Share Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Valuetronics Performance Share Plan;
 - (c) to grant Awards in accordance with the provisions of the Valuetronics Performance Share Plan and to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of Awards under the Valuetronics Performance Share Plan provided always that the total number of new Shares issued and issuable pursuant to the Valuetronics Performance Share Plan, the Valuetronics Employee Share Option Scheme and all options or awards granted under any other share option or share-based incentive schemes of the Company then in force, shall not exceed 15% of the total number of issued Shares of the Company from time to time; and
 - (d) subject to the same being allowed by law, to apply any Shares purchased under any share buyback mandate toward the satisfaction of Awards granted under the Valuetronics Performance Share Plan.

Resolution 2: Proposed participation of Mr Tse Chong Hing in the Valuetronics Performance Share Plan

THAT, subject to and contingent upon the passing of Ordinary Resolution 1 above, approval be and is hereby given for the participation of Mr Tse Chong Hing, a Controlling Shareholder of the Company, in the Valuetronics Performance Share Plan.

Resolution 3: Proposed offer and grant to Mr Tse Chong Hing of Awards

THAT, subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 above, 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 SGM
- (b) Number of Shares comprised in the proposed Awards : Not exceeding 1,000,000 shares (being approximately 1.9% 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 issued Shares of the Company, is 53,250,000 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])

be and is hereby approved.

Resolution 4: Proposed offer and grant to Mr Tse Chong Hing of Options

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 SGM
- (b) Number of Shares comprised in the proposed Options : Not exceeding 1,000,000 shares (being approximately 1.9% 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 issued Shares of the Company, is 53,250,000 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.

Resolution 5: Proposed participation of Mr Chow Kok Kit in the Valuetronics Performance Share Plan

THAT, subject to and contingent upon the passing of Ordinary Resolution 1 above, approval be and is hereby given for the participation of Mr Chow Kok Kit, a Controlling Shareholder of the Company, in the Valuetronics Performance Share Plan.

Resolution 6: Proposed offer and grant to Mr Chow Kok Kit of Awards

THAT, subject to and contingent upon the passing of Ordinary Resolutions 1 and 5 above, 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 SGM
- (b) Number of Shares comprised in the proposed Awards : Not exceeding 700,000 shares (being approximately 1.3% 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 issued Shares of the Company, is 53,250,000 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.]

be and is hereby approved.

Resolution 7: Proposed offer and grant to Mr Chow Kok Kit of Options

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 SGM
- (b) Number of Shares comprised in the proposed Options : Not exceeding 700,000 shares (being approximately 1.3% 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 issued Shares of the Company, is 53,250,000 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.

Resolution 8: Proposed modifications to the existing Valuetronics Employee Share Option Scheme

THAT the committee (the "Committee") constituted pursuant to the Valuetronics Employee Share Option Scheme ("Valuetronics ESOS") be and is hereby authorised to modify the provisions in the Valuetronics ESOS in the manner and to the extent set out in Annexure 2 to the Circular to the Shareholders dated 4 July 2008 and that the Committee be and is hereby authorised to complete and do all such acts and things (including but not limited to executing any agreements, arrangements, deeds and other documents) as may be required in connection with the proposed modifications to the Valuetronics ESOS or as they may consider necessary or expedient to give effect to this resolution.

Resolution 9: Proposed adoption of the Share Buyback Mandate

THAT:-

- (1) the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), 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 unconditionally of the SGX-ST as may be applicable, be and is hereby authorised and approved generally and authoritatively (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 less 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.

SPECIAL RESOLUTION

Resolution 1: Proposed Alterations to the Bye-Laws of the Company

THAT:-

- (a) the amendments to the Bye-Laws as set out in Annexure 3 to the Circular to the Shareholders dated 4 July 2008 be and are hereby approved; and
- (b) any of the Directors of the Company be and is hereby authorised and empowered to complete and to do all such things as he or she may consider necessary, desirable and/or expedient to give effect to part (a) of the Special Resolution set out above.

By Order of the Board of Directors

Shirley Lim Keng San
Hazel Chia Luang Chew
Company Secretaries

Singapore, 4 July 2008

Notes:-

1. A Shareholder of the Company entitled to attend and vote at this meeting may appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
2. If a proxy is to be appointed, the proxy form must be duly deposited at the office of the Company's Share Transfer Agent in Singapore, B.A.C.S. Private Limited at 63 Cantonment Road Singapore 089758 not less than 48 hours before the time appointed for the holding of the Special General Meeting.
3. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.