

## REPL::ANNUAL GENERAL MEETING::VOLUNTARY

### Issuer & Securities

#### Issuer/ Manager

VALUETRONICS HOLDINGS LIMITED

#### Security

VALUETRONICS HOLDINGS LIMITED - BMG9316Y1084 - BN2

### Announcement Details

#### Announcement Title

Annual General Meeting

#### Date & Time of Broadcast

29-Jul-2022 18:39:14

#### Status

Replacement

#### Announcement Reference

SG220704MEETB8YY

#### Submitted By (Co./ Ind. Name)

Tse Chong Hing

#### Designation

Chairman and Managing Director

#### Financial Year End

31/03/2022

### Event Narrative

Narrative Type	Narrative Text
Additional Text	Please see (i) Results of Annual General Meeting ("AGM"), (ii) Minutes of AGM and (iii) AGM Presentation Slides attached.

### Event Dates

#### Meeting Date and Time

29/07/2022 10:00:00

#### Response Deadline Date

26/07/2022 10:00:00

---

## Event Venue(s)

---

### Place

Venue(s)	Venue details
Meeting Venue	The AGM was held by way of electronic means on Friday, 29 July 2022, at 10:00 am.

---

## Attachments

[VHL-AGM Results-20220729.pdf](#)

[VHL-Minutes of AGM on 29 July 2022.pdf](#)

[VHL-2022 AGM Presentation Slides.pdf](#)

---

Total size = 3902K MB

---

## Related Announcements

### Related Announcements

[21/07/2022 07:12:17](#)

[04/07/2022 07:00:33](#)

---



## VALUETRONICS HOLDINGS LIMITED

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

### RESULTS OF ANNUAL GENERAL MEETING

The Board of Directors ("Board") of Valuetronics Holdings Limited (the "Company") wishes to announce that at the Annual General Meeting ("AGM") of the Company held today, conducted by way of electronic means (live audio-visual webcast and audio-only stream), all resolutions set out in the Notice of AGM dated 4 July 2022 were put to vote at the AGM and duly passed by way of poll.

#### I. Poll Results

The results of the poll on each of the resolutions put to vote at the AGM are set out below:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Ordinary Resolution 1</u> Directors' Report and Audited Financial Statements for the financial year ended 31 March 2022	162,492,952	162,277,852	99.87	215,100	0.13
<u>Ordinary Resolution 2</u> Payment of proposed final dividend	163,467,282	163,252,182	99.87	215,100	0.13
<u>Ordinary Resolution 3</u> Re-election of Mr Loo Cheng Guan as a Director <sup>(1)</sup>	163,467,282	137,246,282	83.96	26,221,000	16.04
<u>Ordinary Resolution 4</u> Re-election of Ms Tan Siok as a Director <sup>(2)</sup>	163,467,282	136,711,352	83.63	26,755,930	16.37
<u>Ordinary Resolution 5</u> Re-election of Mr Tse Chong Hing as a Director	87,476,871	86,198,554	98.54	1,278,317	1.46
<u>Ordinary Resolution 6</u> Approval of additional Directors' fees for the financial year ended 31 March 2022	163,467,282	163,204,682	99.84	262,600	0.16

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Ordinary Resolution 7</u> Approval of Directors' fees for the financial year ending 31 March 2023, to be paid quarterly in arrears	163,467,282	163,219,682	99.85	247,600	0.15
<u>Ordinary Resolution 8</u> Appointment of PricewaterhouseCoopers LLP, Singapore, as Auditors of the Company, in place of the retiring Auditors, PricewaterhouseCoopers, Hong Kong, and to authorise the Directors to fix their remuneration	163,467,282	163,252,182	99.87	215,100	0.13
<u>Ordinary Resolution 9</u> Authority to issue shares	163,467,282	136,345,846	83.41	27,121,436	16.59
<u>Ordinary Resolution 10</u> Authority to allot and issue shares under the Valuetronics Employees Share Option Scheme and the Valuetronics Performance Share Plan	163,467,282	135,020,772	82.60	28,446,510	17.40
<u>Ordinary Resolution 11</u> Renewal of Share Buyback Mandate	163,212,282	162,997,182	99.87	215,100	0.13

**Note:**

- (1) Mr Loo Cheng Guan ("Mr Loo"), who was re-elected as a Director of the Company at the AGM, remains as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. The Board considers Mr Loo to be independent for the purposes of Rule 210(5)(d) and Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- (2) Ms Tan Siok Chin ("Ms Tan"), who was re-elected as a Director of the Company at the AGM, remains as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. The Board considers Ms Tan to be independent for the purposes of Rule 210(5)(d) and Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

**II. Abstention from voting**

- (a) No party was required to abstain from voting on any of the above-mentioned resolutions.
- (b) For good corporate governance, the following Director had voluntarily abstained from voting on Ordinary Resolution 5:

<b>Name of Director/Shareholder</b>	<b>Number of Shares Held</b>
Tse Chong Hing	75,990,411

**III. Scrutineer**

Finova BPO Pte. Ltd. was appointed as scrutineer for the AGM.

By Order of the Board

Tse Chong Hing  
Chairman & Managing Director

29 July 2022

**VALUETRONICS HOLDINGS LIMITED**

(Incorporated in Bermuda)

(Co. Regn. No. 38813)

**MINUTES OF ANNUAL GENERAL MEETING  
CONDUCTED VIA ELECTRONIC MEANS**

---

**DATE** : Friday, 29 July 2022

**TIME** : 10:00 am

**PRESENT** : As per Attendance List maintained by the Company.

**IN ATTENDANCE** : As per Attendance List maintained by the Company.

**CHAIRMAN** : Mr Tse Chong Hing

---

**PRESENTATION BY CHIEF FINANCIAL OFFICER**

The Chief Financial Officer presented highlights of the financial results for the financial year ended 31 March 2022 and the Group's expansion in Vietnam.

**QUORUM**

After presentation by the Chief Financial Officer, the Chairman welcomed shareholders to the meeting and informed that:

- (i) To minimise the risk of transmissions due to the COVID-19 pandemic, the Company had made arrangement for shareholders to attend this meeting by way of electronic means, pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 of Singapore.
- (ii) Accordingly, the Chairman acknowledged the attendance of shareholders, who had pre-registered themselves and whose status had been verified by the Singapore Share Transfer Agent of the Company, attending the meeting remotely via live audio-visual webcast or audio-only stream, as present by electronic means.

There being a quorum, the Chairman declared the meeting open.

**INTRODUCTION**

The Chairman introduced the Directors (namely, Mr Chow Kok Kit, Mr Ong Tiew Siam, Mr Loo Cheng Guan and Ms Tan Siok Chin), the Chief Financial Officer, Mr Lui Ka Ho Joseph and the Company's Auditor, Mr Chong Heng Hon from PricewaterhouseCoopers, Hong Kong, who joined via live webcast remotely. The Company Secretary and representatives from the Company's Share Transfer Agent and Scrutineer for the meeting were present via electronic means.

**NOTICE**

The Notice convening the meeting was agreed to be taken as read.

## **QUESTIONS FROM SHAREHOLDERS**

It was noted that as announced by the Company on 4 July 2022, shareholders were invited to submit their questions in relation to the business of the meeting to the Company, in advance, by 10:00 am on 11 July 2022.

The Chairman informed that the Company had received questions from shareholders and had, before trading hours on 21 July 2022, published its responses to the questions received earlier via SGXNet and on the Company's website.

## **PROXY VOTING AND VOTING BY WAY OF POLL**

Shareholders were informed that:

- (a) Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 of Singapore, the Chairman, in his capacity as Chairman of the Meeting, had been appointed by shareholders who had submitted their voting instructions by the stipulated deadline as their proxy and voting was in accordance with their instructions.
- (b) All motions tabled at the meeting were voted on by way of poll, pursuant to Bye-law 73(A) of the Company's Bye-Laws, and counted based on the Proxy Forms that were submitted to the Company at least 72 hours before the meeting.
- (c) Finova BPO Pte. Ltd. had been appointed as Scrutineer for the purpose of the poll.

The Chairman then proceeded with the ordinary business of the meeting.

## **ORDINARY BUSINESS:**

### **REPORT OF DIRECTORS, AUDITED FINANCIAL STATEMENTS AND AUDITORS' REPORT – RESOLUTION 1**

The following motion was proposed by the Chairman and seconded by Mr Chow Kok Kit –

“That the Report of the Directors and the Audited Financial Statements of the Company for the financial year ended 31 March 2022 together with the Auditors' Report thereon be received and adopted.”

### **FINAL DIVIDEND – RESOLUTION 2**

The Directors had recommended the payment of a final dividend of HK10 cents per share, tax not applicable, for the financial year ended 31 March 2022.

The Chairman proposed the following motion which was seconded by Mr Chow Kok Kit –

“That the payment of a final dividend of HK10 cents per share, tax not applicable, for the financial year ended 31 March 2022 be approved.”

### **DIRECTORATE – RESOLUTION 3**

Resolution 3 dealt with the re-election of Mr Loo Cheng Guan, who was retiring by rotation under the Company's Bye-Laws, as a Director of the Company. Mr Loo had consented to remain in office and would, upon re-election, remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. He is considered independent for the purposes of Rule 210(5)(d) and Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Chairman proposed and Mr Chow Kok Kit seconded the motion to approve the re-election of Mr Loo Cheng Guan as a Director of the Company.

### **DIRECTORATE – RESOLUTION 4**

Resolution 4 dealt with the re-election of Ms Tan Siok Chin, who was retiring by rotation under the Company's Bye-Laws, as a Director of the Company. Ms Tan had consented to remain in office and would, upon re-election, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. She is considered independent for the purposes of Rule 210(5)(d) and Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Chairman proposed –

“That Ms Tan Siok Chin be re-elected a Director of the Company.”

The motion was seconded by Mr Chow Kok Kit.

### **DIRECTORATE – RESOLUTION 5**

The Chairman, Mr Tse Chong Hing, handed the chair to Mr Chow Kok Kit for the conduct of the next resolution on his own re-election as a Director of the Company.

Mr Tse Chong Hing, who was retiring by rotation under the Company's Bye-Laws, had consented to remain in office and would, upon re-election, remain as Managing Director and Chairman of the Board.

The following motion was proposed by Mr Chow Kok Kit and seconded by Mr Lui Ka Ho Joseph –

“That Mr Tse Chong Hing be re-elected a Director of the Company.”

It was noted that Mr Tse Chong Hing had voluntarily abstained from voting on this resolution for good corporate governance.

The chair was handed back to the Chairman, Mr Tse Chong Hing, after the motion was proposed and seconded.



#### **ADDITIONAL DIRECTORS' FEES – RESOLUTION 6**

Resolution 6 is an Ordinary Resolution to approve the payment of additional Directors' fees of S\$7,500 for the financial year ended 31 March 2022. Shareholders were informed that this amount related to fees to be paid to the Independent Non-Executive Directors for attendance at ad-hoc Board and Board Committee meetings.

The Chairman proposed and Mr Chow Kok Kit seconded the following motion –

“That the payment of additional Directors' fees of S\$7,500 for the financial year ended 31 March 2022 be approved.”

#### **DIRECTORS' FEES – RESOLUTION 7**

The Board had recommended the payment of up to S\$350,000 as Directors' fees for the financial year ending 31 March 2023, to be paid quarterly in arrears.

The Chairman proposed –

“That the payment of Directors' fees of up to S\$350,000 for the financial year ending 31 March 2023 be approved and be paid quarterly in arrears at the end of each calendar quarter.”

The motion was seconded by Mr Chow Kok Kit.

#### **AUDITORS – RESOLUTION 8**

The next item on the Agenda was to seek shareholders' approval on the Proposed Change of Auditors and to authorise the Directors to fix the new Auditors' remuneration.

Details of the Proposed Change of Auditors including the rationale were set out in the Circular to Shareholders dated 4 July 2022.

The Chairman proposed and Mr Chow Kok Kit seconded the motion to approve the appointment of PricewaterhouseCoopers LLP, Singapore, as the Auditors of the Company, in place of the retiring Auditors, PricewaterhouseCoopers, Hong Kong, to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.

#### **ANY OTHER ORDINARY BUSINESS**

As no notice of any other ordinary business has been received by the Secretary, the Chairman proceeded to deal with the special business of the meeting.

**SPECIAL BUSINESS:**

**AUTHORITY TO ISSUE SHARES – RESOLUTION 9**

The Chairman proposed the motion to approve Resolution 9 to empower the Directors to issue shares in the capital of the Company pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Chairman's proposal for Resolution 9, the text of which was set out under item 8 in the Notice of this meeting dated 4 July 2022, was seconded by Mr Chow Kok Kit.

**AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE VALUETRONICS EMPLOYEES SHARE OPTION SCHEME AND THE VALUETRONICS PERFORMANCE SHARE PLAN – RESOLUTION 10**

Shareholders were asked to approve an Ordinary Resolution to empower Directors to allot and issue shares in the capital of the Company pursuant to exercise of options under the Valuetronics Employees Share Option Scheme and vesting of awards under the Valuetronics Performance Share Plan.

The Chairman proposed and Mr Chow Kok Kit seconded the motion to approve Resolution 10, the text of which was set out under item 9 in the Notice of this meeting dated 4 July 2022.

**RENEWAL OF SHARE BUYBACK MANDATE – RESOLUTION 11**

The last item on the Agenda was to seek shareholders' approval on the proposed renewal of the Share Buyback Mandate to enable the Company to purchase or otherwise acquire fully paid issued ordinary shares in the capital of the Company not exceeding in aggregate 10% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) of the Company.

Details of the proposed renewal of the Share Buyback Mandate including the rationale, source of funds and financial effects were set out in the Circular to Shareholders dated 4 July 2022.

The Chairman proposed the motion for renewal of the Share Buyback Mandate, the text of which was set out under item 10 in the Notice of this meeting dated 4 July 2022. The motion was seconded by Mr Chow Kok Kit.

## **POLLING**

All the motions had been duly proposed and seconded.

The Chairman informed the meeting that:

- (d) The validity of the Proxy Forms submitted by shareholders had been verified and the votes of all such valid proxies had been counted and verified by both the Polling Agent, B.A.C.S. Private Limited, and the Scrutineer, Finova BPO Pte. Ltd..
- (e) He had handed the completed and signed poll voting slips, based on voting instructions specified in Proxy Forms submitted by shareholders, to the Scrutineer.

## **POLL RESULTS**

The Scrutineer, Finova BPO Pte. Ltd., had verified and certified the results of the Poll, a copy of which is attached to these Minutes as **Appendix 1**.

## **DECISION**

Based on the results of votes validly cast by Poll, the Chairman declared all resolutions tabled at the meeting carried –

### **RESOLUTION 1**

There were 162,277,852 (99.87%) votes in favour and 215,100 (0.13%) votes against the Resolution.

RESOLVED –

“That the Report of the Directors and the Audited Financial Statements of the Company for the financial year ended 31 March 2022 together with the Auditors’ Report thereon be received and adopted.”

### **RESOLUTION 2**

There were 163,252,182 (99.87%) votes in favour and 215,100 (0.13%) votes against the Resolution.

RESOLVED –

“That the payment of a final dividend of HK10 cents per share, tax not applicable, for the financial year ended 31 March 2022 be approved.”

### **RESOLUTION 3**

There were 137,246,282 (83.96%) votes in favour and 26,221,000 (16.04%) votes against the Resolution.

RESOLVED –

“That Mr Loo Cheng Guan be re-elected a Director of the Company.”

### **RESOLUTION 4**

There were 136,711,352 (83.63%) votes in favour and 26,755,930 (16.37%) votes against the Resolution.

RESOLVED –

“That Ms Tan Siok Chin be re-elected a Director of the Company.”

### **RESOLUTION 5**

There were 86,198,554 (98.54%) votes in favour and 1,278,317 (1.46%) votes against the Resolution.

RESOLVED –

“That Mr Tse Chong Hing be re-elected a Director of the Company.”

### **RESOLUTION 6**

There were 163,204,682 (99.84%) votes in favour and 262,600 (0.16%) votes against the Resolution.

RESOLVED –

“That the payment of additional Directors’ fees of S\$7,500 for the financial year ended 31 March 2022 be approved.”

### **RESOLUTION 7**

There were 163,219,682 (99.85%) votes in favour and 247,600 (0.15%) votes against the Resolution.

RESOLVED –

“That the payment of Directors’ fees of up to S\$350,000 for the financial year ending 31 March 2023 be approved and be paid quarterly in arrears at the end of each calendar quarter.”

## **RESOLUTION 8**

There were 163,252,182 (99.87%) votes in favour and 215,100 (0.13%) votes against the Resolution.

RESOLVED –

“That PricewaterhouseCoopers LLP, Singapore, be appointed as the Auditors of the Company, in place of the retiring Auditors, PricewaterhouseCoopers, Hong Kong, to hold office until the conclusion of the next Annual General Meeting of the Company and the Directors be authorised to fix their remuneration.”

## **RESOLUTION 9**

There were 136,345,846 (83.41%) votes in favour and 27,121,436 (16.59%) votes against the Resolution.

RESOLVED –

“That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- A. (i) issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise, and/or
- (ii) 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 for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- B. (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of convertible securities which were issued and outstanding or subsisting at the time of the passing of this Resolution;
  - (b) new shares arising from exercising share options or vesting of share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

## **RESOLUTION 10**

There were 135,020,772 (82.60%) votes in favour and 28,446,510 (17.40%) votes against the Resolution.

RESOLVED –

“That authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the Valuetronics Employees Share Option Scheme 2017 (the “**ESOS 2017**”) and/or to grant awards in accordance with the Valuetronics Performance Share Plan 2017 (the “**PSP 2017**”) and to allot and issue shares from time to time, such number of shares as may be required to be issued pursuant to exercise of options under the ESOS 2017 and/or the vesting of awards under the PSP 2017, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the ESOS 2017 and PSP 2017 shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier.”

## **RESOLUTION 11**

There were 162,997,182 (99.87%) votes in favour and 215,100 (0.13%) votes against the Resolution.

RESOLVED –

“That –

- (1) for the purposes of the Companies Act of Bermuda and otherwise in accordance with the rules and regulations of the SGX-ST, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued shares in the capital of the Company not exceeding in aggregate the Prescribed Limit (as defined below) at such prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:

- (a) on-market purchases (each an “**On-Market Purchase**”) on the SGX-ST or any other stock exchange on which the shares may for the time being be listed and quoted (“**Other Exchange**”); and/or
- (b) off-market purchases (each an “**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme or 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 of Bermuda,

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 “**Renewal of the Share Buyback Mandate**”);

- (2) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Renewal of 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; or
  - (b) the date by which the next Annual General Meeting of the Company is required by law to be held; or
  - (c) the date on which the purchases of shares by the Company have been carried out to the full extent mandated; 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 shares in the capital of the Company as at the date of passing of this Resolution; and “**Maximum Price**”, in relation to the 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 an On-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 (i) 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 On-Market Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase; and (ii) deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day on which the purchase is made;

“**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 of the Company, 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; and

“**market day**” means a day on which the SGX-ST is open for trading in securities.”

## CONCLUSION

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held

*[Signed]*

Tse Chong Hing  
Chairman



**VALUETRONICS HOLDINGS LIMITED**

**ANNUAL GENERAL MEETING ON 29 JULY 2022 AT 10.00 A.M.**

The results of the poll on each of the Resolutions put to vote are set out below:

Resolution number and details	Total Number of Shares Represented by Votes For and Against the Relevant Resolution	FOR		AGAINST		ABSTAIN
		Number of shares	%	Number of shares	%	Number of shares
Ordinary Resolutions relating to:						
<b>Resolution 1</b> Directors' Report and Audited Financial Statements for the financial year ended 31 March 2022	162,492,952	162,277,852	99.87	215,100	0.13	974,330
<b>Resolution 2</b> Payment of proposed final dividend	163,467,282	163,252,182	99.87	215,100	0.13	0
<b>Resolution 3</b> Re-election of Mr Loo Cheng Guan as a Director	163,467,282	137,246,282	83.96	26,221,000	16.04	0
<b>Resolution 4</b> Re-election of Ms Tan Siok Chin as a Director	163,467,282	136,711,352	83.63	26,755,930	16.37	0
<b>Resolution 5</b> Re-election of Mr Tse Chong Hing as a Director	87,476,871	86,198,554	98.54	1,278,317	1.46	75,990,411
<b>Resolution 6</b> Approval of additional Directors' fees for the financial year ended 31 March 2022	163,467,282	163,204,682	99.84	262,600	0.16	0

  
Scrutineer: Sim Kian Peng  
FINOVA BPO PTE. LTD.



UEN NO. 201407769H

ADDRESS 182 CECIL STREET, #23-02 FRASERS TOWER, SINGAPORE 069547

T. +65 6228 0820 • F. +65 6327 9625 • W. FINOVA.COM.SG

**VALUETRONICS HOLDINGS LIMITED**

**ANNUAL GENERAL MEETING ON 29 JULY 2022 AT 10.00 A.M.**

The results of the poll on each of the Resolutions put to vote are set out below:

Resolution number and details	Total Number of Shares Represented by Votes For and Against the Relevant Resolution	FOR		AGAINST		ABSTAIN
		Number of shares	%	Number of shares	%	Number of shares
Ordinary Resolutions relating to:						
<b>Resolution 7</b> Approval of Directors’ fees for the financial year ending 31 March 2023, to be paid quarterly in arrears	163,467,282	163,219,682	99.85	247,600	0.15	0
<b>Resolution 8</b> Appointment of PricewaterhouseCoopers LLP, Singapore, as Auditors of the Company, in place of the retiring Auditors, PricewaterhouseCoopers, Hong Kong, and to authorise the Directors to fix their remuneration	163,467,282	163,252,182	99.87	215,100	0.13	0
<b>Resolution 9</b> Authority to issue shares	163,467,282	136,345,846	83.41	27,121,436	16.59	0
<b>Resolution 10</b> Authority to allot and issue shares under the Valuetronics Employees Share Option Scheme and the Valuetronics Performance Share Plan	163,467,282	135,020,772	82.60	28,446,510	17.40	0
<b>Resolution 11</b> Renewal of Share Buyback Mandate	163,212,282	162,997,182	99.87	215,100	0.13	255,000

  
Scrutineer: Sim Kian Peng  
FINOVA BPO PTE. LTD.



UEN NO. 201407769H

ADDRESS 182 CECIL STREET, #23-02 FRASERS TOWER, SINGAPORE 069547

T. +65 6228 0820 • F. +65 6327 9625 • W. FINOVA.COM.SG



# **FY2022 Annual General Meeting**

**29 July 2022**

**Note: This presentation is to be read in conjunction with the announcement issued on SGXNET on 26 May 2022**

# Important Notice

*This presentation is for information purposes only and does not constitute or form part of an offer, solicitation, recommendation or invitation for the sale or purchase or subscription of securities in Valuetronics Holdings Limited (the “Company”). No part of it nor the fact of its presentation shall form the basis of or be relied upon in connection with any investment decision, contract or commitment whatsoever.*

*The information and opinions in this presentation are provided as at the date of this document (unless stated otherwise) and are subject to change without notice, its accuracy is not guaranteed and it may not contain all material or relevant information concerning the Company, or its subsidiaries (the “Group”). Neither the Company nor its affiliates, advisors and representatives make any representation regarding, and assumes no responsibility or liability whatsoever (in negligence or otherwise) for, the accuracy or completeness of, or any errors or omissions in, any information contained herein nor for any loss howsoever arising from any use of this presentation. Further, nothing in this presentation should be construed as constituting legal, business, tax or financial advice.*

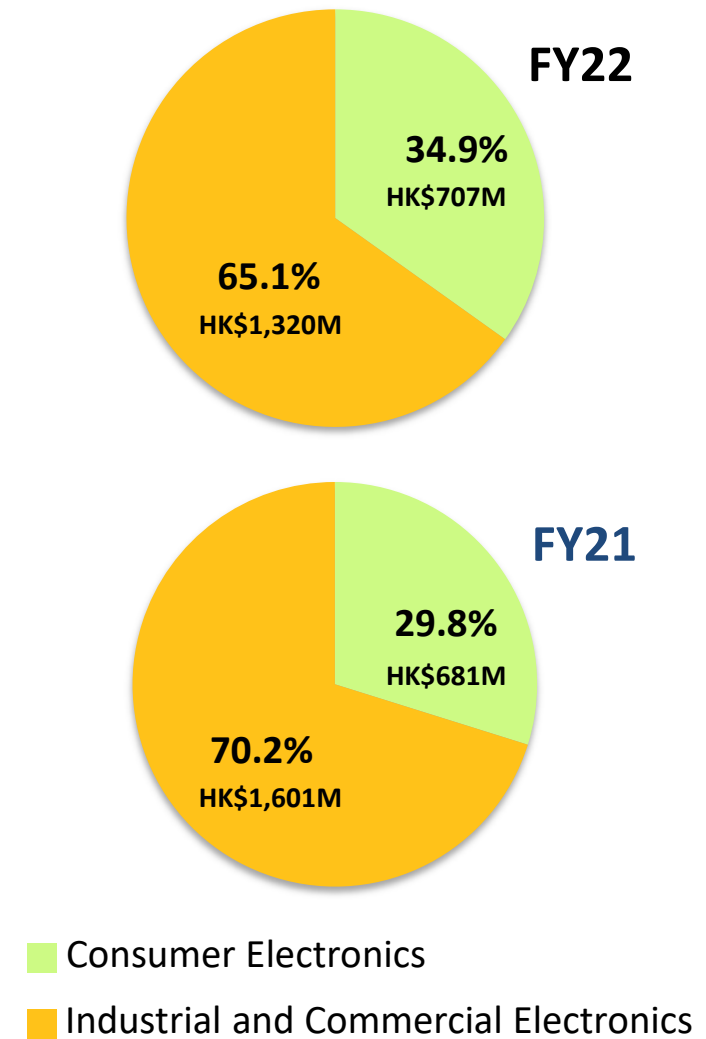
*The information contained in this presentation includes historical information about and relevant to the assets of the Group that should not be regarded as an indication of the future performance or results of such assets. Certain statements in this presentation constitute “forward-looking statements”. These forward-looking statements are based on the current views of Group concerning future events, and necessarily involve risks, uncertainties and assumptions. These statements can be recognised by the use of words such as "expects", "plans", "will", "estimates", "projects", "intends" or words of similar meaning. Actual future performance could differ materially from these forward-looking statements, and you are cautioned not to place any undue reliance on these forward-looking statements. The Company does not assume any responsibility to amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events, or otherwise, subject to compliance with all applicable laws and regulations and/or the rules of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) and/or any other regulatory or supervisory body or agency.*



## **FY2022 Financial Highlights**

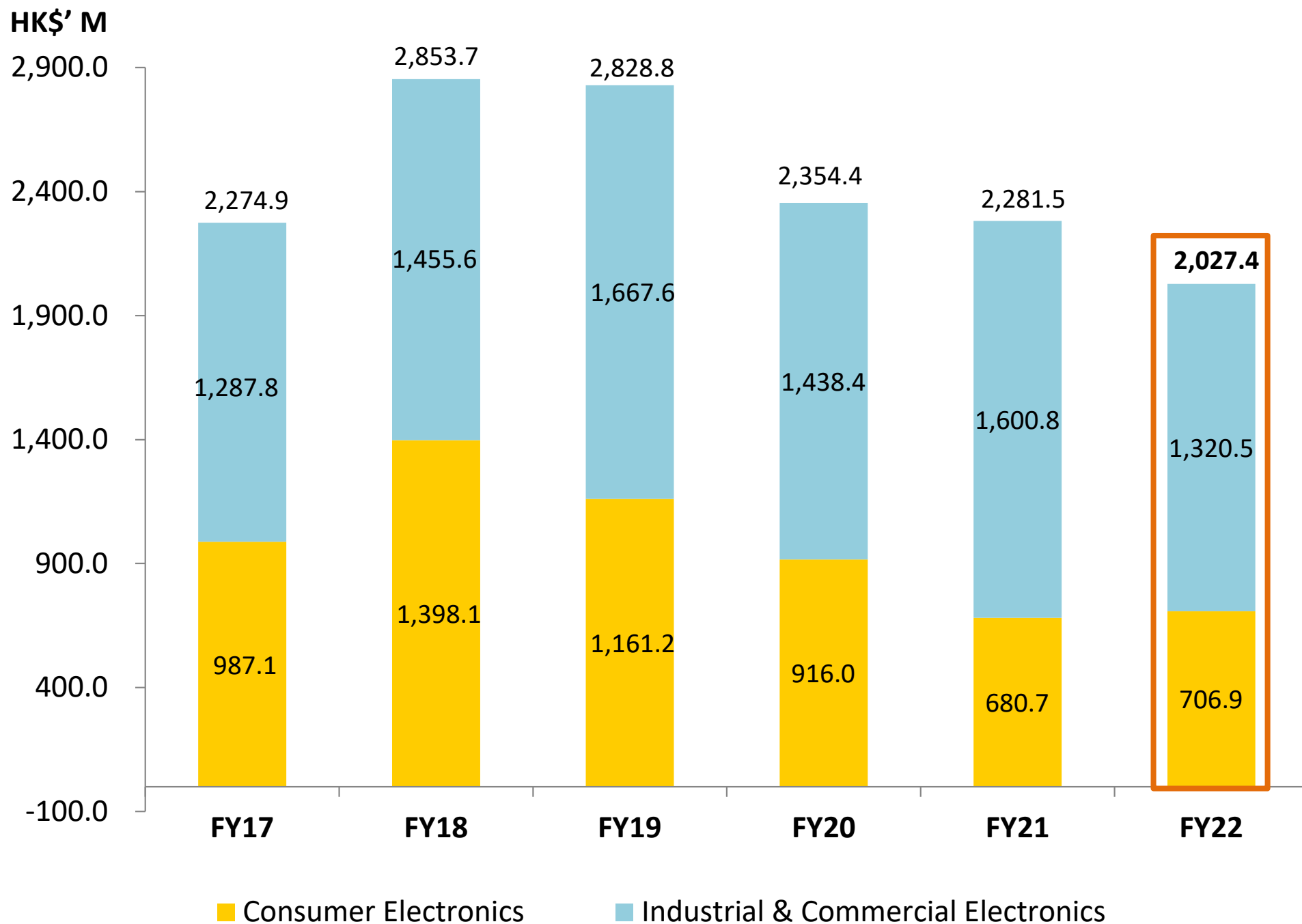
# Financial Highlights

HK\$'M	FY22	FY21	% Change
Revenue	2,027.4	2,281.5	-11.1
Gross Profit	274.8	386.2	-28.8
Gross Profit Margin	13.6%	16.9%	-3.3% pt
Net Profit for the year	113.5	187.1	-39.3
Net Profit Margin	5.6%	8.2%	-2.6% pt



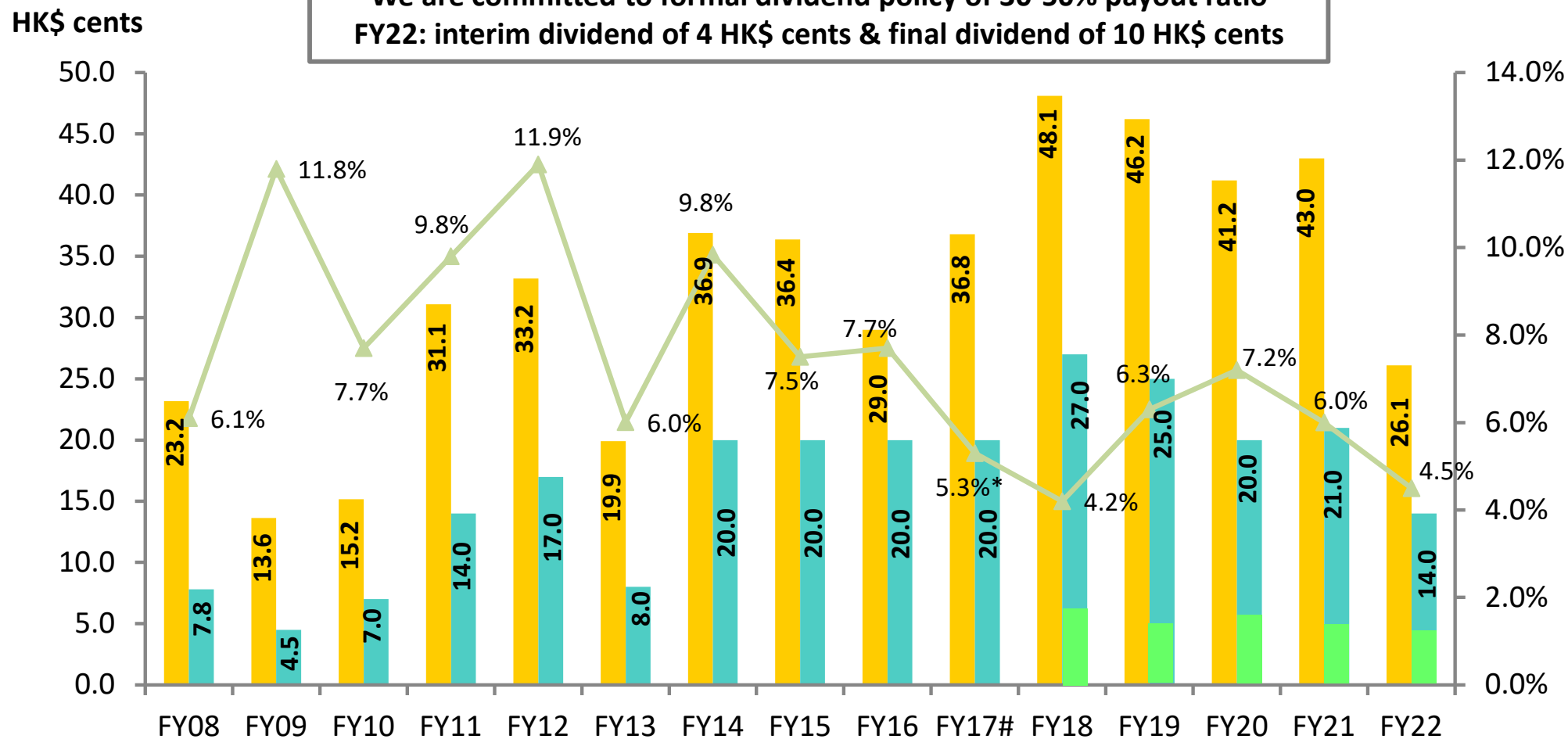


# Revenue Trend



# Earnings Per Share & Dividends Per Share

We are committed to formal dividend policy of 30-50% payout ratio  
FY22: interim dividend of 4 HK\$ cents & final dividend of 10 HK\$ cents



Share Price* (S\$)	0.21	0.07	0.15	0.21	0.21	0.19	0.30	0.43	0.41	0.68	1.08	0.68	0.51	0.61	0.535
Dividend Payout	30%	30%	42%	41%	47%	37%	49%	50%	63%	55% *	57%	54%	49%	49%	53%

■ EPS \*   ■ Dividend per share   ▲ Dividend Yield   ■ Interim Dividend

\* Adjusted for 1:10 bonus issue completed on Jun 2017

# Quantum of dividend increased by 10% under 1:10 bonus issue



# Vietnam Campus



**Phase I - Leased manufacturing facility** (Commenced production in 2019)



**Phase II - Leased standard factory**  
(Commenced production in 2020)  
Located in the reputable Japanese run Industrial Park. Factory area: 4,000 sqm.



**Phase III - Vietnam Campus**  
(Commenced production in 2022)  
Located in the same reputable Japanese run Industrial Park as Phase II.  
Land area: 52,541 sqm



**Thank you.**

**Investor Relations Contact:**

Mr Gerald Woon, Email: [woon@cogentcomms.com](mailto:woon@cogentcomms.com), Mob: (65) 9694 8364

Mr Ivan Hong, Email: [ivanhong@cogentcomms.com](mailto:ivanhong@cogentcomms.com), Mob: (65) 9055 8883

**Cogent.**