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萬 裕 國 際 集 團 有 限 公 司 \*

**MAN YUE INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(stock code: 894)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Man Yue International Holdings Limited (the “Company”) will be held at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 2 June 2009 at 2: 30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2008;
2. To declare a final dividend of HK0.5 cents per share for the year ended 31 December 2008;
3. To re-elect Ms. Kee Chor Lin as Executive Director;
4. To re-elect Dr. Li Sau Hung, Eddy as Independent Non-executive Director;
5. To re-elect Mr. Mar, Selwyn as Independent Non-executive Director;
6. To authorise the Remuneration Committee of the Company to fix the remuneration of the directors of the Company;
7. To re-appoint Messrs. Ernst & Young as auditors and authorise the board of directors to fix their remuneration; and
8. As special business to consider, and if thought fit, with or without amendments, pass the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

**(A) “THAT:**

- (i) subject to paragraph (A)(iii) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“the Listing Rules”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (A)(i) above shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A)(i) above, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) the exercise of options granted under the share option scheme(s) of the Company or (c) any scrip dividend scheme or similar arrangements, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the authority pursuant to paragraph A(i) above shall be limited accordingly; and
- (iv) for the purposes of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or the Company’s Bye-laws to be held; and
- (c) the time at which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.

Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the directors of the Company to holders of shares in the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares, subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company.”

**(B) “THAT:**

- (i) subject to paragraph (B)(iii) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase its own issued Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose on the terms and subject to the conditions set out in the Listing Rules or any applicable laws and requirements of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (B)(i) above shall be in addition to any other authorisation given to the directors of the Company;
- (iii) the aggregate nominal amount of the shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (B)(i) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the authority pursuant to paragraph (B)(i) above shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or the Company’s Bye-laws to be held; and
- (c) the time at which the authority set out in this resolution is revoked or varied by the shareholders of the Company by way of ordinary resolution in general meeting.”

(C) **“THAT:**

Conditional upon the passing of resolutions numbered 8(A) and 8(B) set out above, the aggregate nominal amount of the number of shares which are repurchased by the Company under the authority granted to the directors of the Company in the said resolution numbered 8(B) shall be added to the aggregate nominal amount of the issued share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the said resolution numbered 8(A) provided that such added amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.”

9. As special business to consider, and if thought fit, pass the following resolution as a special resolution:

### **SPECIAL RESOLUTION**

“**THAT** the Bye-laws of the Company be amended in the following manner:

#### **1. Bye-law 1**

- (i) by inserting the following definition after the definition of “Auditor” in Bye-law 1:

“business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.”

- (ii) by deleting the words ‘from time to time’ after the words ‘the share capital’ at the beginning of the definition of ‘capital’ in Bye-law 1; and by inserting the words ‘from time to time’ after the words ‘of the Company’ at the end of the definition of ‘capital’ in Bye-law 1.

#### **2. Bye-law 2(h)**

By deleting Bye-law 2(h) in its entirety and inserting in its place the following in substitution therefor:

‘a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;’

#### **3. Bye-law 2(i)**

- (i) by deleting the words ‘not less than fourteen (14) clear days’ after the words ‘meeting of which’ in the fifth line of Bye-law 2(i); and
- (ii) inserting the words ‘in accordance with Bye-law 59’ after the words ‘duly given’ at the end of Bye-law 2(i).

#### **4. Bye-law 10**

- (i) by inserting the word ‘and’ after the words ‘shall be a quorum;’ at the end of Bye-law 10(a);
- (ii) by deleting the words ‘on a poll’ after the words ‘class shall be entitled’ in Bye-law 10(b);

(iii) by deleting the punctuation and word ‘; and’ and inserting a full stop in its place at the end of Bye-law 10(b); and

(iv) by deleting Bye-law 10(c) in its entirety.

**5. Bye-law 16**

by inserting the words ‘or with the Seal printed thereon’ after the words ‘Every share certificate shall be issued under the Seal or a facsimile thereof’ at the beginning of Bye-law 16.

**6. Bye-law 23**

by inserting the number ‘(14)’ after the words ‘such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen’ in the fifth line of Bye-law 23.

**7. Bye-law 51**

by deleting the words ‘an appointed newspaper and, where applicable, any other’ after the words ‘given by advertisement in’ and inserting in its place the word ‘any’ in substitution therefor in the second line of Bye-law 51;

**8. Bye-law 55(2)**

by inserting the number ‘(12)’ after the words ‘the period commencing twelve’ in the last sentence of Bye-law 55(2).

**9. Bye-law 59**

(i) by deleting the first paragraph of Bye-law 59(1) in its entirety and inserting in its place the following in substitution therefor:

‘An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed.’

(ii) by deleting the first sentence of Bye-law 59(2) in its entirety and inserting in its place the following in substitution therefor:

‘The Notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business.’

**10. Bye-law 66**

by deleting Bye-law 66 in its entirety and inserting in its place the following in substitution therefor:

‘Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.’

**11. Bye-law 67**

by deleting Bye-law 67 in its entirety.

**12. Bye-law 68**

by deleting the first sentence of Bye-law 68 in its entirety and inserting in its place the following in substitution therefor:

‘The result of the poll shall be deemed to be the resolution of the meeting.’

**13. Bye-law 69**

by deleting Bye-law 69 in its entirety.

**14. Bye-law 70**

by deleting Bye-law 70 in its entirety.

**15. Bye-law 73**

by deleting the punctuation and words ‘, whether on a show of hands or on a poll’ after the words ‘an equality of votes’ in the first line of Bye-law 73.

**16. Bye-law 75(1)**

- (i) by deleting the punctuation and words ‘, whether on a show of hands or on a poll’ after the words ‘managing their own affairs may vote’ in the fourth line of Bye-law 75(1); and
- (ii) by deleting the words ‘or poll’ after the words ‘or adjourned meeting’ in the last line of Bye-law 75(1).

**17. Bye-law 76(2)**

by inserting the words ‘the Company has knowledge that’ after the word ‘Where’ at the beginning of Bye-law 76(2).

**18. Bye-law 80**

by deleting Bye-law 80 in its entirety and inserting in its place the following in substitution therefor:

‘The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.’

**19. Bye-law 81**

by deleting the words ‘to demand and join in demanding a poll and’ after the words ‘to confer authority’ in the second sentence of Bye-law 81.

**20. Bye-law 82**

by deleting the words ‘or the taking of the poll,’ after the words ‘or adjourned meeting,’ in the last line of Bye-law 82.

**21. Bye-law 84(2)**

by deleting the words ‘including the right to vote individually on a show of hands’ after the words ‘the relevant authorization’ at the end of Bye law 84(2).

**22. Bye-law 86(1)**

by deleting the third sentence of Bye-law 86(1) in its entirety and inserting in its place the following in substitution therefor:

‘The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter at the annual general meeting in accordance with Bye-law 87 or at any special general meeting called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Bye-law 87 or until their successors are elected or appointed or their office is otherwise vacated.’

**23. Bye-law 86(4)**

by deleting the word ‘special’ after the words ‘at any general meeting convened and held in accordance with these Bye-laws, by’ and inserting in its place the word ‘ordinary’ in substitution therefor in the second line of Bye-law 86(4).

**24. Bye-law 96**

by inserting the words ‘(or if the Company shall so resolve, by the Directors)’ after the words ‘from time to time be determined by the Company in general meeting’ in the second line of Bye-law 96.

**25. Bye-law 146(1)(a)(iv)**

by inserting the words ‘(as defined below)’ after the words ‘Subscription Rights Reserve’ in the tenth line of Bye-law 146(1)(a)(iv).

**26. Bye-law 146(1)(b)(iv)**

by inserting the words ‘(as defined below)’ after the words ‘Subscription Rights Reserve’ in the ninth line of Bye-law 146(1)(b)(iv).

**27. Bye-law 153**

- (i) by inserting the words ‘and at the same time as the notice of annual general meeting’ after the words ‘the date of the general meeting’ in the eighth line of Bye-law 153; and
- (ii) by deleting the word ‘in’ after the words ‘laid before the Company’ and inserting in its place the words ‘at the annual’ in substitution therefor in the eighth line of Bye-law 153.

**28. Bye-law 157**

by deleting Bye-law 157 in its entirety and inserting in its place the following in substitution therefor:

‘If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors or the Company in general meeting shall fill his vacancy and fix the remuneration of the Auditor so appointed.’ ”

By order of the Board  
**Man Yue International Holdings Limited**  
**Tso Yan Wing, Alan**  
*Company Secretary*

Hong Kong, 28 April 2009

*Principal Place:*

16th Floor

Yiko Industrial Building

10 Ka Yip Street

Chai Wan

Hong Kong



*As at the date of this announcement, the Executive Directors of the Company are Ms. Kee Chor Lin, Mr. Ko Pak On, Mr. Chan Yu Ching, Eugene and Mr. Tso Yan Wing, Alan and the Independent Non-executive Directors are Dr. Li Sau Hung, Eddy, Mr. Lo Kwok Kwei, David and Mr. Mar, Selwyn.*

*Notes:*

1. Every member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
3. The Register of Members of the Company will be closed from Tuesday, 26 May 2009 to Tuesday, 2 June 2009, both days inclusive, during which period no transfer of shares will be effected and no share of the Company will be issued upon exercise of any subscription rights attaching to the outstanding warrants issued by the Company. In order to ascertain the right to receive final dividend or to attend the meeting, all transfers accompanied by the relevant share certificates and all duly completed subscription forms accompanied by the relevant warrant certificates and the appropriate subscription monies must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at the above address not later than 4:00 p.m. on Monday, 25 May 2009.
4. A form of proxy for use in connection with the Annual General Meeting is enclosed and such form of proxy is also published on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.manyue.com](http://www.manyue.com)).

\* *For identification purpose only*