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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares and/or the Warrants in Man Yue International Holdings Limited, you should at once hand this circular to the purchaser or the transferee or the bank, stockbroker or other registered dealer or other agent whom the sale or transfer was affected for transmission to the purchaser or transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Group.

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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: 0894)**

*Executive Directors:*

Ms. Kee Chor Lin (*Chairman*)

Mr. Chan Yu Ching, Eugene

Mr. Ko Pak On

Mr. Tso Yan Wing, Alan

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent Non-Executive Directors:*

Dr. Li Sau Hung, Eddy

Mr. Lo Kwok Kwei, David

Mr. Mar, Selwyn

*Head Office and Principal Place  
of Business:*

16th Floor

Yiko Industrial Building

10 Ka Yip Street

Chai Wan

Hong Kong

4 May 2009

*To the warrant holders,*

Dear Sir or Madam,

**EXPIRY OF WARRANTS (WARRANT CODE: 447)**

The board of directors (the “Board”) of Man Yue International Holdings Limited (the “Company”) would like to remind holders of warrants of the Company (Stock Code: 447) (“Warrants”) that in accordance with the terms and conditions of

the Warrants, the subscription rights under the Warrants will expire after the close of business on Friday, 5 June 2009. Any subscription rights under the Warrants which have not been exercised on such date will lapse and the Warrants will cease to be valid for any purpose.

Each unit of Warrant entitles its holder to subscribe in cash for one new share of HK\$0.10 each of the Company (“Share”) at the current subscription price of HK\$2.25 per Share, subject to adjustment, from the date of issue thereof until Friday, 5 June 2009.

The Company has made the following arrangements regarding dealings and transfers of the Warrants:

1. the last trading day of the Warrants on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) is **Tuesday, 2 June 2009**;
2. the registered holders of the Warrants who wish to exercise the subscription rights under the Warrants must lodge with the Company’s Hong Kong branch registrars, Tricor Tengis Limited (the “Share Registrar”) at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong the followings **on or before 4:00 p.m. on Friday, 5 June 2009**:
  - (i) the relevant certificate(s) of Warrants;
  - (ii) the duly completed and signed subscription form(s); and
  - (iii) remittances for the relevant subscription moneys;

3. holders of the Warrants who have not registered such Warrants in their names and wish to exercise the subscription rights thereunder must lodge with the Share Registrar at the abovementioned address the followings **on or before 4:00 p.m. on Friday, 5 June 2009**:
  - (i) the relevant duly executed and stamped instruments of transfer and/or other documents of title;
  - (ii) the relevant certificate(s) of Warrants;
  - (iii) the duly completed and signed subscription form(s); and
  - (iv) remittances for the relevant subscription moneys.

Subscription forms lodged with the Share Registrar later than 4:00 p.m. on Friday, 5 June 2009 will not be accepted. Shares will be issued within 28 days after the due exercise of the subscription rights under the Warrants; and

4. trading of the Warrants on the Stock Exchange will cease after close of business on **Tuesday, 2 June 2009**. Application has been made for the withdrawal of listing of the Warrants on the Stock Exchange with effect from the close of business on Friday, 5 June 2009.

Holders of Warrants are reminded that 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. In order to qualify for the final dividend or to attend the annual general meeting, all duly completed subscription form(s) accompanied by the relevant Warrant certificate(s) and the appropriate subscription monies must be lodged for registration with the Share Registrar at the abovementioned address not later than 4:00 p.m. on Monday, 25 May 2009.

Holders of Warrants are recommended to consult their professional advisers as to the action to be taken and their rights and interests under the Warrants.

The closing prices of Shares and Warrants on the Stock Exchange on 29 April 2009 (being the latest practicable date before the bulk printing of this circular) were HK\$0.66 per Share and HK\$0.01 per unit of Warrant.

By Order of the Board  
**Man Yue International Holdings Limited**  
**Ms. Kee Chor Lin**  
*Chairman*

\* *For identification purpose only*