
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 in Man Yue International Holdings Limited, you should at once hand this circular and the accompanying form of proxy 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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萬 裕 國 際 集 團 有 限 公 司 *

MAN YUE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(stock code: 894)

**PROPOSAL INVOLVING GENERAL MANDATES
TO ISSUE NEW SHARES
AND TO REPURCHASE ITS OWN SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AMENDMENTS TO THE DEFINITION OF
THE OPTION PERIOD UNDER THE SHARE OPTION SCHEME AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Man Yue International Holdings Limited (the “Company”) to be held at Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 27 May 2010 at 2:30 p.m. is set out on pages 16 to 19 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting (as the case may be). Completion and delivery of the accompanying form of proxy will not preclude you from attending and voting at the meeting if you so wish. The form of proxy for use at the annual general meeting or any adjourned meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the Company (www.manyue.com).

* *For identification purpose only*

22 April 2010

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RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

DEFINITION

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	an annual general meeting of the Company to be held at Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 27 May 2010 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 of this circular or any adjournment thereof;
“Associates”	has the same meaning as ascribed thereto under the Listing Rules;
“Board”	the board of Directors;
“Buyback Mandate”	general mandate to, inter alia, repurchase up to 10 per cent. of the issued and fully-paid Shares as at the date of the passing of the relevant resolution;
“Bye-laws”	the Bye-laws of the Company;
“Company”	Man Yue International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“connected persons”	has the same meaning as ascribed thereto under the Listing Rules;
“Director(s)”	director(s) of the Company;
“General Issue Mandate”	general mandate to the Directors to allot, issue and deal with new Shares up to an aggregate of 20 per cent. of its issued share capital as at the date of the passing of the relevant resolution;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITION

“Latest Practicable Date”	16 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Option”	an option to subscribe for Shares granted pursuant to the Share Option Scheme and “Options” shall be construed accordingly;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Share Buy Back Rules”	the relevant rules set out in the Listing Rules regulating such share repurchases;
“Share Option Scheme”	the share option scheme of the Company adopted by the Shareholders on 26 May 2006;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers, as amended from time to time.

LETTER FROM THE BOARD



萬 裕 國 際 集 團 有 限 公 司 *

MAN YUE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(stock code: 894)

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

22 April 2010

*To the Shareholders and for information only
to the Optionholders*

Dear Sir or Madam,

**PROPOSAL INVOLVING GENERAL MANDATES
TO ISSUE NEW SHARES
AND TO REPURCHASE ITS OWN SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AMENDMENTS TO THE DEFINITION OF
THE OPTION PERIOD UNDER THE SHARE OPTION SCHEME AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the Annual General Meeting relating to (i) the General Issue Mandate to issue new Shares; (ii) the Buyback Mandate to repurchase its own shares; (iii) the re-election of the retiring Directors and (iv) the amendments to the definition of the “Option Period” under the Share Option Scheme.

* *For identification purpose only*

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE NEW SHARES

Approval will be sought from the Shareholders at the Annual General Meeting to grant a general mandate to the Directors to allot, issue and deal with new Shares up to an aggregate of 20 per cent. of its issued share capital as at the date of the passing of the relevant resolution. The obtaining of such a mandate is in accordance with the Listing Rules. The Directors wish to state that they have no immediate plan to allot, issue or deal with any new Shares.

By a separate resolution, it will be proposed that any Share repurchased by the Company following the granting of the Buyback Mandate will be added to the total number of Shares which may be issued under the General Issue Mandate.

The General Issue Mandate will continue in force until the earliest of the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting is required to be held by law or the Bye-laws, or the revocation or variation of the General Issue Mandate by ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting.

3. BUYBACK MANDATE

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own shares, subject to certain restrictions, on the Stock Exchange. At the Annual General Meeting, a resolution will be proposed to grant to the Directors a general mandate to, inter alia, repurchase up to 10 per cent. of the issued and fully-paid Shares as at the date of the passing of the relevant resolution. The Buyback Mandate will continue in force until the earliest of the conclusion of the next annual general meeting, the expiration of the period within which the next annual general meeting is required to be held by law or the Bye-laws, or the revocation or variation of the Buyback Mandate by ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting. The Company is required by the Share Buy Back Rules to send to its shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. Such information is provided in Appendix A to this circular.

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors namely Ms. Kee Chor Lin, Mr. Chan Yu Ching, Eugene, Mr. Ko Pak On, Mr. Tso Yan Wing, Alan, Dr. Li Sau Hung, Eddy, Mr. Lo Kwok Kwei, David and Mr. Mar, Selwyn.

In accordance with Bye-law 87 of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Directors shall be subject to retirement at least once every three years.

A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so

LETTER FROM THE BOARD

far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Each of Mr. Ko Pak On, Mr. Tso Yan Wing, Alan and Mr. Lo Kwok Kwei, David shall retire at the Annual General Meeting, and being eligible, has offered himself for re-election under Bye-law 87 of the Bye-laws.

Also, Bye-law 88 of the Bye-laws provides that no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such Notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the Annual General Meeting, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the principal place of business of the Company at 16th Floor, Yiko Industrial Building, 10 Ka Yip Street, Chai Wan, Hong Kong on or before 20 May 2010.

Brief biographical details of the retiring Directors are set out in Appendix B to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the Annual General Meeting is received after the printing of this circular, the Company will issue a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

5. AMENDMENTS TO THE DEFINITION OF THE OPTION PERIOD UNDER THE SHARE OPTION SCHEME

Under the terms of the Share Option Scheme, the “Option Period” means in respect of any particular Option, the period to be notified by the Board to each grantee of the Option during which the grantee may exercise such Option, which period may commence on a day after the relevant offer date but shall end in any event not later than 10 years from the relevant offer date but subject to the provisions for early termination thereof contained in the Share Option Scheme or in the offer letter.

At the Annual General Meeting, an ordinary resolution will be proposed to amend the definition of the “Option Period” under the Share Option Scheme such that the Board may at its discretion to specify any vesting period in the offer letter when granting Options under the Share Option Scheme.

LETTER FROM THE BOARD

The purpose of the proposed amendment is to retain the grantees of the Options for their continuing contribution to the Company and/or any of its subsidiaries.

6. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 16 to 19 of this circular. Resolutions in respect of the proposed General Issue Mandate to issue Shares, the Buyback Mandate to repurchase the shares of the Company, the re-election of the retiring Directors and the amendments to the definition of the “Option Period” under the Share Option Scheme will be proposed at the Annual General Meeting.

A form of proxy for the Annual General Meeting is enclosed with this circular and published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.manyue.com). If you are not able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting (as the case may be). Completion and return of the accompanying form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so desire.

7. RECOMMENDATION

The Directors consider that (i) the granting and extension of the General Issue Mandate (ii) the granting of the Buyback Mandate; (iii) the re-election of the retiring Directors; and (iv) the amendments to the definition of the “Option Period” under the Share Option Scheme are all in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix A (Explanatory Statement on the Buyback Mandate) and Appendix B (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
For and on behalf of
Man Yue International Holdings Limited
Kee Chor Lin
Chairman

APPENDIX A EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Buyback Mandate to be proposed at the Annual General Meeting.

(i) Listing Rules

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully paid-up shares on the Stock Exchange subject to certain restrictions.

(ii) Exercise of the Buyback Mandate

Exercise in full of the Buyback Mandate, assuming that no further Share will be issued prior to the Annual General Meeting, and based on 478,389,534 fully-paid Shares in issue as at the Latest Practicable Date, could accordingly result in up to 47,838,953 Shares being repurchased by the Company during the period from the passing of the resolution granting the Buyback Mandate until the conclusion of the next annual general meeting of the Company or when such Buyback Mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting, or the expiration of the period within which the next annual general meeting is required by law or the Bye-laws to be held, whichever occurs first.

(iii) Reasons for Repurchase

The Directors believe that it is in the best interests of the Company and its shareholders to have a general authority from the Shareholders to enable the Directors on behalf of the Company to repurchase the fully-paid shares of the Company in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

(iv) Funding of Repurchase

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules and the applicable laws of Bermuda. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company. In the event that any repurchase will or will be likely to have an adverse impact on the working capital of the Company, the Company will not proceed with such repurchase.

There may be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts of the Company for the financial year ended 31 December 2009 as contained in the Annual Report 2009) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances and in the opinion of the Directors, have a material adverse effect on the working capital of the Company or its gearing level.

APPENDIX A EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

(v) General

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective Associates, has any present intention, if the Buyback Mandate is approved by the Shareholders, to sell any shares of the Company to the Company or any of its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell shares of the Company to the Company, or has undertaken not to do so, if the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the proposed Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

If, as a result of a share repurchase, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code currently in force and issued by the Securities and Futures Commission of Hong Kong. As a result, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all shares not already owned by such shareholder or group of shareholders.

As at the Latest Practicable Date, the number of ordinary Shares held by the substantial shareholders of the Company are as follows:

Name	Capacity and nature of interest	Number of ordinary Shares held	Approximate percentage of the Company's issued share capital
Man Yue Holdings Inc.	Beneficial owner/ Personal Interest	209,689,667	43.83%
Ms. Kee Chor Lin	Beneficial owner/ Personal Interest	50,364,334	10.53%
DJE Investment S.A.	Investment manager	43,062,000	9.00%
Martin Currie (Holdings) Limited	Interest of controlled corporation	39,149,600	8.18%

APPENDIX A EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

As at the Latest Practicable Date, Man Yue Holdings Inc. is a company incorporated in the Bahamas and is beneficially owned by Ms. Kee Chor Lin, the Chairman of the Company. If the Company exercises in full the Buyback Mandate, the shareholdings of Man Yue Holdings Inc. and the parties acting in concert with it, namely Ms. Kee Chor Lin and Mr. Chan Yu Ching, Eugene in the issued share capital of the Company will increase from approximately 55.35 per cent to approximately 61.50 per cent and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

DJE Investment S.A., is a company incorporated in Luxemburg. If the Company exercises in full the Buyback Mandate, the shareholding of DJE Investment S.A. in the issued share capital of the Company will increase from approximately 9.00 per cent to approximately 10.00 per cent and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Martin Currie (Holdings) Limited, is a company incorporated in Bermuda. If the Company exercises in full the Buyback Mandate, the shareholding of Martin Currie (Holdings) Limited, in the issued share capital of the Company will increase from approximately 8.18 per cent to approximately 9.09 per cent and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

If as a result of the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, the number of listed Shares which are in the hands of the public falls below the prescribed minimum of 25 per cent. as required by the Stock Exchange, the Company will not exercise the power to repurchase Shares.

The Company has not repurchased any shares of the Company (on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

APPENDIX A EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

(vi) Share prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
April	0.72	0.41
May	1.06	0.64
June	1.62	0.92
July	1.61	1.35
August	1.47	1.24
September	1.67	1.33
October	2.75	1.51
November	2.50	2.25
December	2.75	2.40
2010		
January	2.67	2.32
February	2.45	2.25
March	2.60	1.99
April (up to the Latest Practicable Date)	2.20	1.95

Matters that need to be brought to the attention of the shareholders of the Company

Save as disclosed herein, there are no matters relating to Mr. Ko's re-election that need to be brought to the attention of the Shareholders. There is no information which is disclosable nor is/was Mr. Ko involved in any of the matters required to be disclosed to any of the requirements under Rule 13.51(2) of the Listing Rules.

(2) Tso Yan Wing, Alan, aged 51, Executive Director, Chief Financial Officer and Company Secretary

Position held in the Company's group

Mr. Tso is an Executive Director, Chief Financial Officer and Company Secretary of the Group. He joined the Group in December 2004. He is mainly responsible for overseeing the Group's financial planning, control and management, regulatory compliance and investor relationship functions.

Previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications

Prior to joining the Group, Mr. Tso had held various senior management positions, including Chief Financial Officer, Chief Operating Officer and Director of Corporate Communications in various well-known international companies. He had also worked with one of the world's largest international accounting practices for ten years. Mr. Tso has over twenty-eight years' of professional accountancy, financial and executive management experiences. He holds a Master degree in Business Administration from the University of Ottawa and is an associate member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and a member of the Certified General Accountants in Canada. Mr. Tso did not hold any directorships in other listed public companies in the last three years.

Length or proposed length of services with the Company

There is no service contract with specified terms between Mr. Tso and the Company. Mr. Tso intends to serve the Company on a long term basis, subject to the periodic retirement by rotation in accordance with the Company's Bye-laws.

Relationships with any directors, senior management or substantial or controlling shareholders of the Company

Mr. Tso is not related to any director or senior management or substantial or controlling Shareholders.

Interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance

As at 31 December 2009, Mr. Tso is interested in 116,000 Shares representing approximately 0.02% of the issued share capital of the Company and share options to

subscribe for 700,000 Shares, representing approximately 0.15% of the issued share capital of the Company assuming the share options are exercised in full.

Director's emoluments and the basis of determining the director's emoluments; and

For the year ended 31 December 2009, Mr. Tso received a total remuneration of HK\$1,972,000. Mr. Tso's emoluments are to be determined by the Remuneration Committee of the Company with reference to the prevailing market conditions and the results of the Company.

Matters that need to be brought to the attention of the shareholders of the Company

Save as disclosed herein, there are no matters relating to Mr. Tso's re-election that need to be brought to the attention of the Shareholders. There is no information which is disclosable nor is/was Mr. Tso involved in any of the matters required to be disclosed to any of the requirements under Rule 13.51(2) of the Listing Rules.

(3) Lo Kwok Kwei, David, aged 51, Independent Non-executive Director

Position held in the Company's group

Mr. Lo is an Independent Non-executive Director of the Company and Mr. Lo is also the Chairman of the Company's Remuneration Committee and a member of the Company's Audit Committee.

Previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications

Mr. Lo holds the degrees of Bachelor of Laws and Bachelor of Jurisprudence from the University of New South Wales, Australia. He was admitted as a solicitor of the Supreme Court of New South Wales, Australia in 1984. Mr. Lo has been a member of The Law Society of Hong Kong since 1987. He has been practicing as a solicitor in Hong Kong for over twenty-one years and is a partner in a law firm in Hong Kong. Mr. Lo is a non-executive director of eSun Holdings Limited, a company listed on the Main Board of the Stock Exchange.

Length or proposed length of services with the Company

There is no service contract with specified terms between Mr. Lo and the Company. Mr. Lo intends to serve for the Company on a long term basis, subject to the periodic retirement by rotation in accordance with the Company's Bye-laws.

Relationships with any directors, senior management or substantial or controlling shareholders of the Company

Mr. Lo is not related to any director or senior management or substantial or controlling Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the Annual General Meeting of Man Yue International Holdings Limited (the “Company”) will be held at Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 27 May 2010 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 2009;
2. To declare a final dividend of HK2.0 cents per share for the year ended 31 December 2009;
3. To re-elect Mr. Ko Pak On as Executive Director;
4. To re-elect Mr. Tso Yan Wing, Alan as Executive Director;
5. To re-elect Mr. Lo Kwok Kwei, David 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. PricewaterhouseCoopers 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;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

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.”

NOTICE OF ANNUAL GENERAL MEETING

- (D) “**THAT** the existing definition of the “Option Period” under the Share Option Scheme of the Company adopted on 26 May 2006 be deleted in its entirety and be substituted by the following new definition:

“Option Period” in respect of any particular Option, the period to be notified by the Board as specified in the Offer Letter (including any vesting period and exercise period of different duration which the Board may in its absolute discretion determine from time to time) to each Grantee during which the Grantee may exercise such Option, which period shall in any event end not later than 10 years from the relevant Offer Date but subject to the provisions for early termination thereof contained herein or in the Offer Letter.”

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

Hong Kong, 22 April 2010

Principal Place:

16th Floor
Yiko Industrial Building
10 Ka Yip Street
Chai Wan
Hong Kong

As at the date of this notice, the Executive Directors of the Company are Ms. Kee Chor Lin, Mr. Chan Yu Ching, Eugene, Mr. Ko Pak On 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 Thursday, 20 May 2010 to Thursday, 27 May 2010, both days inclusive, during which period no transfer of shares will be effected. In order to ascertain the right to receive final dividend or to attend the meeting, all transfers accompanied by the relevant share certificates 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 Wednesday, 19 May 2010.
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) and the Company (www.manyue.com).