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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 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: 00894)

**PROPOSAL FOR CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting of Man Yue International Holdings Limited (the "Company") to be held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Tuesday, 11 January 2011 at 11:00 a.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the meeting or any adjourned meeting is enclosed. 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and voting at the meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to have been revoked. 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).

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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:

“Board”	the board of Directors of the Company
“Change of Name”	the proposed change of the English name of the Company from “Man Yue International Holdings Limited” to “Man Yue Technology Holdings Limited” and the proposed adoption of a new Chinese name of “萬裕科技集團有限公司” as the Company’s secondary name
“Company”	Man Yue International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed and traded on the main board of the Stock Exchange (Stock Code: 00894)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Special General Meeting”	the special general meeting of the Company to be convened and held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Tuesday, 11 January 2011 at 11:00 a.m., for the Shareholders to consider and, if thought fit, to approve, among other matters, the Change of Name
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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: 00894)

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

20 December 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the details in respect of the proposed change of the English name of the Company from “Man Yue International Holdings Limited” to “Man Yue Technology Holdings Limited” and the proposed adoption of a new Chinese name of “萬裕科技集團有限公司” as the Company’s secondary name. Reference is made to an announcement of the Company dated 14 December 2010.

At the Special General Meeting, notice of which is hereby given to the Shareholders, a special resolution regarding the proposed Change of Name will be proposed for the Shareholders’ approval.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROPOSAL FOR THE CHANGE OF NAME

Reasons for the Change of Name

The principal business of the Group is the manufacturing and trading of electronic components, mainly Aluminum Electrolytic Capacitors (or “E-Caps”). In recent years, the Group changed its strategic directions by focusing more on the research and development of various kinds of innovative components for applications in the high technology, energy savings and energy storage sectors. Details of recent developments of the Group are summarised as follows:

- (a) in 2006, the Group has started to produce aluminum foils (an essential raw material for the production of E-Caps). Production of aluminum foils is an advanced electro-chemical process;
- (b) in 2006, the Group launched a brand new type of capacitors known as Conductive Polymer Aluminum Solid Capacitors (or “Polymer Caps”). This is a kind of innovative component used in high technology equipment such as computer motherboards, graphic cards, game consoles and telecommunication products;
- (c) in 2009, the Group launched another type of component known as Electric Double Layer Capacitors (“EDLC” or commonly known as “Super-Caps”). This component expanded the application of capacitors to act as energy storage devices. These EDLCs will be used in new energy, energy savings and energy storage devices; and
- (d) other new breeds of components will be launched to the market in the near future.

The Board is of the view that the proposed Change of Name will better describe the scope of business of the Group and its future development directions.

3. EFFECT ON THE CHANGE OF NAME

Upon the Change of Name becoming effective, all existing share certificates in issue bearing the current name of “Man Yue International Holdings Limited” will continue to be evidence of title to the Shares of the Company and valid for trading, settlement and registration purposes and the rights of the Shareholders of the Company will not be affected as a result of the Change of Name. There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new names of the Company. Should the Change of Name become effective, any issue of share certificates thereafter will be in the new names and the securities of the Company will be traded on the Stock Exchange in the new names.

LETTER FROM THE BOARD

The Change of Name will take effect from the date on which the new Company's names are entered into the register maintained by the Registrar of Companies in Bermuda. The Company will further carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

Besides, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names for trading in the Shares of the Company on the Stock Exchange will also be changed after the Change of Name becoming effective.

The Company will make further announcements on the outcome of the Special General Meeting and the Change of Name and the Company's stock short names being effective.

4. SPECIAL GENERAL MEETING

Notice of the Special General Meeting containing the special resolution to be proposed for the Shareholders to consider and, if thought fit, approve the proposed Change of Name is set out on pages 7 to 8 of this circular.

A form of proxy for use at the Special General Meeting is also enclosed with this circular. Whether or not you are able to attend the Special General 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 Special General 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 Special General Meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to have been revoked. 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).

5. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlements of the Shareholders to vote at the Special General Meeting, the register of members of the Company will be closed from Friday, 7 January 2011 to Tuesday, 11 January 2011 (both days inclusive). As such, in order to attend and vote at the Special General Meeting, Shareholders must lodge any transfers of Shares (with the relevant share certificates) with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, for registration by no later than 4:30 p.m. on Thursday, 6 January 2011.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Board is of the opinion that the proposed Change of Name is in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the special resolution to be proposed at the Special General Meeting.

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

NOTICE OF SPECIAL 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: 00894)

NOTICE IS HEREBY GIVEN that the Special General Meeting of Man Yue International Holdings Limited (the “Company”) will be held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Tuesday, 11 January 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution:

SPECIAL RESOLUTION

“THAT:

- (i) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company shall be changed from “Man Yue International Holdings Limited” to “Man Yue Technology Holdings Limited” and a Chinese name of “萬裕科技集團有限公司” be adopted as the Company’s secondary name; and
- (ii) the directors of the Company be and are hereby authorised to take such actions and execute such documents as they may consider necessary and expedient to effect the proposed change of the Company’s names.”

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

Hong Kong, 20 December 2010

Principal Place:

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

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

* *For identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. Every member entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she/it is holder of more than one share, 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 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 Friday, 7 January 2011 to Tuesday, 11 January 2011, both days inclusive, during which period no transfer of shares will be effected. In order to ascertain the right 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 4:30 p.m. on Thursday, 6 January 2011.
4. A form of proxy for use in connection with the Special 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).