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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 Technology 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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MAN YUE TECHNOLOGY HOLDINGS LIMITED
萬裕科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00894)

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE ITS OWN SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Man Yue Technology Holdings Limited (the “Company”) to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 12 May 2015 at 2:30 p.m. is set out on pages 18 to 22 of this circular. 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). 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 at Level 22, Hopewell Centre, 183 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.

27 March 2015

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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 United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 12 May 2015 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 18 to 22 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 Technology 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 15 per cent. of the issued share capital of the Company as at the date of the passing of the relevant resolution;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars;

DEFINITION

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	24 March 2015, 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;
“Notice(s)”	written notice unless otherwise specifically stated and as further defined in the Bye-laws;
“Optionholder(s)”	holder(s) of option(s) to acquire Share(s), offered or granted in accordance with the share option scheme adopted by the Company on 26 May 2006;
“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;
“Share Buy Back Rules”	the relevant rules set out in the Listing Rules regulating share repurchases;
“Shareholder(s)”	holder(s) of Share(s);
“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



MAN YUE TECHNOLOGY HOLDINGS LIMITED 萬裕科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00894)

Executive Directors:

Ms. Kee Chor Lin (*Chairman*)

Mr. Chan Yu Ching, Eugene

Mr. Wong Ching Ming, Stanley

Mr. Yeung Yuk Lun

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

27 March 2015

To the Shareholders and

for information only to the Optionholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE ITS OWN SHARES,
RE-ELECTION OF DIRECTORS,
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; and (iii) the re-election of the Directors.

LETTER FROM THE BOARD

2. GENERAL ISSUE MANDATE

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 15 per cent. of the issued share capital of the Company 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 (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting is required to be held by applicable law or the Bye-laws; or (iii) 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 (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by applicable law or the Bye-laws; or (iii) 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 DIRECTORS

The Board currently consists of seven Directors namely Ms. Kee Chor Lin, Mr. Chan Yu Ching, Eugene, Mr. Wong Ching Ming, Stanley, Mr. Yeung Yuk Lun, Dr. Li Sau Hung, Eddy, Mr. Lo Kwok Kwei, David and Mr. Mar, Selwyn.

LETTER FROM THE BOARD

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 Director 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 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. Chan Yu Ching, Eugene, Dr. Li Sau Hung, Eddy and Mr. Mar, Selwyn shall retire at the Annual General Meeting under Bye-law 87 of the Bye-laws. All of them, being eligible, have offered themselves for re-election.

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 and principal place of business or the branch share registrar of the Company provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven 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 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/her/its intention to propose such person for election as a Director and the notice executed by the nominee of his/her 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 Tuesday, 5 May 2015.

Brief biographical details of the Directors proposed to be re-elected 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.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 18 to 22 of this circular. At the Annual General Meeting, it will be proposed to pass resolutions in respect of the proposed General Issue Mandate to issue Shares and the extension thereof, the Buyback Mandate to repurchase the shares of the Company and the re-election of the retiring Directors.

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). 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 it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but 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 delivery 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.

6. RECOMMENDATION

The Directors consider that (i) the granting and extension of the General Issue Mandate; (ii) the granting of the Buyback Mandate; and (iii) the re-election of the Directors 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.

7. 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 the Board
Man Yue Technology Holdings Limited
Kee Chor Lin
Chairman

The followings are the explanatory statements required to be sent to the 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 479,239,534 fully-paid Shares in issue as at the Latest Practicable Date, could accordingly result in up to 47,923,953 Shares being repurchased by the Company during the period from the passing of the resolution granting the Buyback Mandate until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting is required by applicable law or the Bye-laws to be held; or (iii) when such Buyback Mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting, 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 to repurchase the fully-paid Shares 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 the Shares, the Company may only apply funds legally available for such purpose in accordance with the 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 2014 as contained in the Company's Annual Report 2014) 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.

(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 to sell any Shares to the Company or any of its subsidiaries if the Buyback Mandate is approved by the Shareholders.

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 any Shares to the Company, or in the alternative, all connected persons undertake 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. 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:

- (i) 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, Mr. Chan Yu Ching, Eugene and Ms. Chan Lok Yan, Lorraine in the issued share capital of the Company will increase from approximately 57.12 per cent. to approximately 63.46 per cent. and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

- (ii) DJE Investment S.A. (“DJE”) is a company incorporated in Luxemburg. If the Company exercises in full the Buyback Mandate, the shareholding of DJE in the issued share capital of the Company will increase from approximately 7.99 per cent. to approximately 8.88 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 Kapital AG (“DJE AG”) is a company registered in Germany, and DJE AG holds a 81% interest in DJE and is accordingly deemed to have interests in the shares held by DJE. Further, Dr. Jens Alfred Karl Ehrhardt (“Dr. Ehrhardt”) holds a 68.5% interest in DJE AG and is accordingly deemed to have interests in the shares held by DJE or deemed to be interested in DJE AG. The interests of DJE, DJE AG and Dr. Ehrhardt are in respect of the same 38,312,000 shares and duplicated each other. Accordingly, the above computation and conclusion with respect to DJE apply accordingly to DJE AG or Dr. Ehrhardt.

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.

(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>
2014		
April	2.95	1.92
May	3.01	1.90
June	3.04	2.55
July	2.88	1.66
August	2.22	1.77
September	1.91	1.55
October	1.73	1.45
November	1.86	1.39
December	1.48	0.93

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
January	1.48	0.97
February	1.26	1.03
March (up to the Latest Practicable Date)	1.18	0.98

Stated below are the details of the following directors who will retire from office and, being eligible, offer themselves for re-election at the Annual General Meeting according to the Bye-laws:–

**(1) MR. CHAN YU CHING, EUGENE, AGED 39, AN EXECUTIVE DIRECTOR AND
MANAGING DIRECTOR**

Position held in the Group

Mr. Chan is an Executive Director of the Company. He joined the Group in 1998 and was appointed as an Executive Director in December 2007 and as the Managing Director of the Group in October 2008. Mr. Chan is responsible for overseeing the business development, policies making and implementation of the Group. He is also a director of several major operating subsidiaries of the Group and a member of the nomination committee of the Company.

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

Mr. Chan holds a Bachelor's degree in Applied Science (majored in Electronic and Electrical Engineering) from the University of British Columbia in Canada. Mr. Chan has over 17 years of experience in the industry of electronic components. He received the Young Industrialist Awards of Hong Kong in 2008.

Save as disclosed herein, Mr. Chan did not hold (i) any other directorships in listed public companies in the last three years; and (ii) any other major appointments and professional qualifications.

Length or proposed length of services with the Company

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

Relationships with any Directors, senior management or substantial or controlling Shareholders of the Company

Save that Mr. Chan is the son of Ms. Kee Chor Lin who is the Chairman, an executive Director and a substantial Shareholder of the Company and is the brother of Ms. Chan Lok Yan, Lorraine who is a member of the senior management of the Company, Mr. Chan is not related to any other Directors, senior management or substantial or controlling Shareholders of the Company.

Interest in the Shares within the meaning of Part XV of the SFO

As at the Latest Practicable Date, Mr. Chan was interested in 4,716,666 Shares representing approximately 0.98% of the issued share capital of the Company.

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

For the year ended 31 December 2014, Mr. Chan received a total emoluments of HK\$4,074,000. The director's fee of Mr. Chan was recommended by the remuneration committee of the Company and determined by the Board 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

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

(2) DR. LI SAU HUNG, EDDY, B.B.S., J.P., AGED 60, AN INDEPENDENT NON-EXECUTIVE DIRECTOR**Position held in the Group**

Dr. Li is an Independent Non-executive Director of the Company. He is also a member of the audit committee and the remuneration committee and the chairman of the nomination committee of the Company.

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

Dr. Li has over 28 years of experience in the manufacturing industry. He is a member of the National Committee of Chinese People's Political Consultative Conference and the president of Hong Kong Economic & Trade Association Ltd. and the president of The Chinese Manufacturers' Association of Hong Kong. He holds a Ph.D. degree in Economics and a Master degree in Business Administration. Dr. Li was awarded The Ten Outstanding Young Persons in 1991 and the Young Industrialists of Hong Kong in 1993. He is currently an independent non-executive director and a member of the audit committee of each of Oriental Watch Holdings Limited ("Oriental Watch") and Midas International Holdings Limited ("Midas") (all of which were listed on the Main Board of the Stock Exchange). He is also a member of the remuneration committee of Oriental Watch and a member of the nomination committee of Midas.

Dr. Li resigned as an independent non-executive director and a member of each of the audit committee, the nomination committee and the remuneration committee of Get Nice Holdings Limited, a company listed on the Main Board of the Stock Exchange, with effect from 2 April 2012.

Save as disclosed herein, Dr. Li did not hold (i) any other directorships in listed public companies in the last three years; and (ii) any other major appointments and professional qualifications.

Length or proposed length of services with the Company

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

Relationships with any Directors, senior management or substantial or controlling Shareholders of the Company

Dr. Li is not related to any Director, senior management or substantial or controlling Shareholders of the Company.

Interest in the Shares within the meaning of Part XV of the SFO

As at the Latest Practicable Date, Dr. Li was not interested in any Shares within the meaning of Part XV of the SFO.

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

For the year ended 31 December 2014, Dr. Li received a director's fee of HK\$360,000. The director's fee of Dr. Li was recommended by the remuneration committee of the Company and determined by the Board 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

Dr. Li has been appointed as an Independent Non-executive Director since 1996. As Dr. Li did not actively involve in the daily operation of the Group nor he has any direct interest in the Company, the Board considers that Dr. Li is independent notwithstanding that he has served as an Independent Non-executive Director for more than nine years. Given his experience and expertise in manufacturing, the Board is of the view that Dr. Li should be re-elected as an Independent Non-executive Director. Accordingly, Dr. Li shall be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the Shareholders at the Annual General Meeting.

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

(3) MR. MAR, SELWYN, AGED 79, AN INDEPENDENT NON-EXECUTIVE DIRECTOR**Position held in the Group**

Mr. Mar is an Independent Non-executive Director of the Company and the member of the nomination committee and also the chairman of the audit committee of the Company.

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

Mr. Mar graduated from the London School of Economics, University of London and is a fellow member of the Institute of Chartered Accountants of the United Kingdom and the Hong Kong Institute of Certified Public Accountants. Mr. Mar has been active in commercial and industrial undertakings over the past 30 years. Until 31 March 2014, he had been a partner of Nexia Charles Mar Fan & Co. He is currently a director of Nexia Mar Fan Limited. He is an Independent Non-executive Director and the chairman of the audit committee of China Everbright International Limited and Minmetals Land Limited (both of which are companies listed on the Main Board of the Stock Exchange). In respect of public services, he was the President of the Hong Kong Institute of Certified Public Accountants (formerly known as “Hong Kong Society of Accountants”) in 1991, a member of the Appeals Panel of the Securities and Futures Commission and a member of the Board of Governors of the Chinese International School. He is at present an Honorary Fellow of the Lingnan University and was appointed as a member of the Court of Lingnan University by the Chief Executive of Hong Kong Special Administrative Region. Mr. Mar resigned as an Independent Non-executive Director and the chairman of audit committee of Standard Bank Asia Limited with effect from 2 April 2013.

Save as disclosed herein, Mr. Mar did not hold (i) any other directorships in listed public companies in the last three years; and (ii) any other major appointments and professional qualifications.

Length or proposed length of services with the Company

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

Relationships with any Directors, senior management or substantial or controlling Shareholders of the Company

Mr. Mar is not related to any Director, senior management or substantial or controlling Shareholders of the Company.

Interest in the Shares within the meaning of Part XV of the SFO

As at the Latest Practicable Date, Mr. Mar was not interested in any Shares within the meaning of Part XV of the SFO.

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

For the year ended 31 December 2014, Mr. Mar received a director's fee of HK\$400,000. The director's fee of Mr. Mar was recommended by the remuneration committee of the Company and determined by the Board 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

Mr. Mar has been appointed as an Independent Non-executive Director since 2004. As Mr. Mar did not actively involve in the daily operation of the Group nor he has any direct interest in the Company, the Board considers that Mr. Mar is independent notwithstanding that he has served as an Independent Non-executive Director for more than nine years. Given his experience and expertise in accounting, the Board is of the view that Mr. Mar should be re-elected as an Independent Non-executive Director. Accordingly, Mr. Mar shall be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the Shareholders at the Annual General Meeting.

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

NOTICE OF ANNUAL GENERAL MEETING



MAN YUE TECHNOLOGY HOLDINGS LIMITED 萬裕科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00894)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Man Yue Technology Holdings Limited (the “Company”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 12 May 2015 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 2014;
2. To declare a final dividend of 1.0 HK cent per share for the year ended 31 December 2014;
3. To re-elect Mr. Chan Yu Ching, Eugene as an executive director of the Company;
4. To re-elect Dr. Li Sau Hung, Eddy as an independent non-executive director of the Company;
5. To re-elect Mr. Mar, Selwyn as an independent non-executive director of the Company;
6. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
7. To re-appoint Messrs. PricewaterhouseCoopers as auditor and authorise the board of directors of the Company 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:

NOTICE OF ANNUAL GENERAL MEETING

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 authorisation given to the directors of the Company and shall authorise 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 15 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;

NOTICE OF ANNUAL GENERAL MEETING

(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.”

By order of the Board
Man Yue Technology Holdings Limited
Yeung Yuk Lun
Company Secretary

Hong Kong, 27 March 2015

NOTICE OF ANNUAL GENERAL MEETING

Head Office and Principal Place of Business:

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

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, subject to the detailed regulations set out in the Notes accompanying the Proxy Form. 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 notorially certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 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 Monday, 11 May 2015 to Tuesday, 12 May 2015, 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 Friday, 8 May 2015.
4. The register of members of the Company will also be closed from Monday, 18 May 2015 to Tuesday, 19 May 2015, both days inclusive, during which period no transfer of shares will be effected. In order to ascertain the right to receive the final dividend, 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 Friday, 15 May 2015.
5. 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).

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. Wong Ching Ming, Stanley and Mr. Yeung Yuk Lun as executive directors and Dr. Li Sau Hung, Eddy, Mr. Lo Kwok Kwei, David and Mr. Mar, Selwyn as independent non-executive directors.