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**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 proxy form to the purchaser or the transferee or the bank, stockbroker or other registered dealer or other agent whom the sale or transfer was effected 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 FOR  
RE-ELECTION OF RETIRING DIRECTORS,  
APPOINTMENT OF AUDITOR,  
GENERAL MANDATES TO ISSUE NEW SHARES AND  
TO REPURCHASE ITS OWN SHARES,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of Man Yue Technology Holdings Limited to be held at Admiralty Conference Centre, 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 12 May 2016 at 2:30 p.m. is set out on pages 16 to 19 of this circular. The proxy form for use at the Annual General Meeting or any adjourned meeting is also enclosed. Whether you are able to attend the meeting in person or not, you are requested to complete the accompanying proxy form 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 and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting (as the case may be). Completion and delivery of the accompanying proxy form will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you so wish. This circular and the accompanying proxy form are published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.manyue.com](http://www.manyue.com)).

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## RESPONSIBILITY STATEMENT

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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.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Admiralty Conference Centre, 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 12 May 2016 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 defined in the Listing Rules;
“Audit Committee”	audit committee of the Company;
“Board”	the board of Directors of the Company;
“Buyback Mandate”	general mandate to repurchase Shares of the Company up to an aggregate number of Shares not exceeding 10% of the number of issued and fully paid-up Shares 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 defined in 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% 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 dollar;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;

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## DEFINITIONS

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“Latest Practicable Date”	24 March 2016, 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 of Hong Kong Limited;
“Nomination Committee”	nomination committee of the Company;
“Notice(s)”	written notice unless otherwise specifically stated and as further defined in the Bye-laws;
“PwC”	PricewaterhouseCoopers;
“Remuneration Committee”	remuneration committee of the Company;
“SFO”	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);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission, as amended from time to time; and
“%”	per cent.



**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:**

Kee Chor Lin (*Chairman*)  
Chan Yu Ching, Eugene (*Managing Director*)  
Wong Ching Ming, Stanley  
Yeung Yuk Lun (shall resign on 12 April 2016)

**Registered Office:**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

**Independent Non-executive Directors:**

Li Sau Hung, Eddy  
Lo Kwok Kwei, David  
Mar, Selwyn

**Head Office and**

**Principal Place of Business:**

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

31 March 2016

Dear Shareholder(s),

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

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting of the Company to approve (i) the granting and extension of the General Issue Mandate; (ii) the granting of Buyback Mandate; (iii) the re-election of retiring Directors; and (iv) the appointment of auditor of the Company.

**2. GENERAL ISSUE MANDATE**

Approval will be sought from the Shareholders at the Annual General Meeting to grant General Issue Mandate to the Directors to allot, issue and deal with new Shares up to an aggregate of 15% 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

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## LETTER FROM THE BOARD

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to allot, issue or deal with any new Shares pursuant to the General Issue Mandate under this ordinary resolution.

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**

Given the general mandate to repurchase Shares granted by Shareholders at the last annual general meeting will lapse at the conclusion of the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general mandate to exercise all the powers of the Company to repurchase Shares up to an aggregate number of Shares not exceeding 10% of the total number of issued and fully paid-up Shares 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 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 Buyback Mandate by ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting.

An explanatory statement, as required by the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange, is set out in Appendix A to this circular, which contains the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the proposed resolution.

### **4. RE-ELECTION OF RETIRING DIRECTORS**

As at the date of this circular, the Executive Directors of the Company are Ms. Kee Chor Lin, Mr. Chan Yu Ching, Eugene, Mr. Wong Ching Ming, Stanley, and Mr. Yeung Yuk Lun, and the Independent Non-executive Directors of the Company are 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 Director shall be subject to retirement at least once every three years.

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## LETTER FROM THE BOARD

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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 Ms. Kee Chor Lin, Mr. Wong Ching Ming, Stanley and Mr. Lo Kwok Kwei, David 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 or principal place of business or 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 shall 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 or her intention to propose such person for election as a Director and the notice executed by the nominee of his or 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 Thursday, 5 May 2016.

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.

### **5. APPOINTMENT OF AUDITOR**

Reference is made to the announcement published by the Company on 24 March 2016. As set out in the said announcement, PwC will retire as auditor of the Company upon expiration of its current term of office at the close of the Annual General Meeting. The Board is of the opinion that rotation of auditor is a good corporate governance practice and such rotation enhances the independence of auditor as PwC has been the auditor of the Company since 2009.



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## LETTER FROM THE BOARD

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The Board has resolved, with recommendation from the Audit Committee, to propose the appointment of KPMG as new auditor of the Company following the retirement of PwC to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the shareholders of the company at the Annual General Meeting.

The Company is incorporated under the laws of Bermuda and to the knowledge of the Board, there is no requirement under the laws of Bermuda for the retiring auditor to confirm whether or not there is any circumstance connected with its retirement which it considers should be brought to the attention of the Shareholders and creditors of the Company. Therefore, PwC has not issued such confirmation. The Board and the Audit Committee confirmed that there is no disagreement between PwC and the Company, and there are no matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

The Board is of the view that the rotation of auditor is a good corporate governance practice and such rotation can enhance the independence of auditor which are in the best interests of the Company and the Shareholders as a whole.

### 6. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 16 to 19 of this circular. At the Annual General Meeting, it will be proposed to pass resolutions in respect of the granting and extension of the General Issue Mandate, the granting of the Buyback Mandate, the re-election of retiring Directors and the appointment of auditor of the Company.

A proxy form for the Annual General Meeting is enclosed with this circular and published on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.manyue.com](http://www.manyue.com)). If you are not able to attend the meeting in person, you are requested to complete the accompanying proxy form 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 and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Submission of the accompanying proxy form shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so desire and in such event the relevant proxy form shall be deemed to be revoked.

Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the Chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Board considers that (i) the granting and extension of the General Issue Mandate; (ii) the granting of the Buyback Mandate; (iii) the re-election of retiring Directors; and (iv) the appointment of auditor of the Company are all in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all such 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) 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*

This Appendix serves as an explanatory statement 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 resolution in relation to the granting of the Buyback Mandate to be proposed at the Annual General Meeting.

**(1) 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.

**(2) SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares was 475,547,534. Subject to the passing of the resolution approving the Buyback Mandate and on the basis that no further Shares are issued or repurchased following the Latest Practicable Date and up to the date of the Annual General Meeting, exercise in full of the Buyback Mandate could accordingly result in up to 47,554,753 Shares being repurchased by the Company during the period from the passing of the resolution granting the Buyback Mandate up to (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) when such Buyback Mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

**(3) 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 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 as a whole.

**(4) FUNDING OF REPURCHASE**

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 to repurchase its own Shares. In the event that any repurchase will or will be likely to have a material adverse impact on the working capital of the Company, the Company will not proceed with such repurchase.

There may be a material adverse impact on the working capital or gearing position of the Company as compared with the position of the Company as disclosed in the audited financial statements for the financial year ended 31 December 2015 as contained in the annual report 2015 of the Company, in the event that the proposed Buyback Mandate is exercised 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 of the Company, have a material adverse effect on the working capital requirements of the Company or its gearing level.

**(5) GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close Associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Buyback Mandate if such is granted by the Shareholders.

No core Connected Persons of the Company has notified the Company that he or she has a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Buyback Mandate is granted 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 on exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Man Yue Holdings Inc. is a company incorporated in the Bahamas and is wholly and 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 57.66% to approximately 64.07% 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% as required by the Stock Exchange, the Company will not exercise the power to repurchase Shares.

**(6) REPURCHASE OF SHARES MADE BY THE COMPANY**

The Company repurchased a total of 3,692,000 Shares on the Stock Exchange at an aggregate consideration of HK\$3,069,300 from July 2015 to the Latest Practicable Date. All the repurchased Shares were cancelled subsequently pursuant to rule 10.06 of the Listing Rules. Particulars of the repurchases are as follows:

Date	Number of Shares repurchased	Purchase price		Aggregate consideration paid (HK\$)
		Highest (HK\$)	Lowest (HK\$)	
9 July 2015	1,190,000	0.99	0.98	1,177,100
14 August 2015	610,000	0.95	0.93	568,660
21 August 2015	156,000	0.84	0.81	129,160
25 August 2015	500,000	0.75	0.73	374,020
16 December 2015	88,000	0.67	0.67	58,960
18 December 2015	356,000	0.64	0.64	227,840
23 December 2015	100,000	0.60	0.60	60,000
4 January 2016	282,000	0.70	0.68	194,760
7 January 2016	410,000	0.68	0.68	278,800
Total:	<u>3,692,000</u>			<u>3,069,300</u>

Save as disclosed above, neither the Company nor its subsidiaries has purchased, sold or redeemed any of the Company's listed securities in the six months preceding the Latest Practicable Date.

**(7) SHARE PRICES**

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

<b>Month</b>	<b>Price per Share</b>	
	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
<b>2015</b>		
April	1.63	1.09
May	2.15	1.31
June	1.94	1.26
July	1.45	0.84
August	1.00	0.68
September	0.83	0.69
October	0.95	0.77
November	0.88	0.78
December	0.86	0.60
<b>2016</b>		
January	0.77	0.52
February	0.71	0.52
March (up to the Latest Practicable Date)	0.82	0.66

Stated below are the details of the Directors who will retire from office, be eligible for re-election at the Annual General Meeting according to the Bye-laws:-

**(1) MS. KEE CHOR LIN (“MRS. CHAN”), AGED 67, THE CHAIRMAN AND AN EXECUTIVE DIRECTOR**

Mrs. Chan is the co-founder of the Group. She was appointed as the Chairman and an Executive Director of the Company in October 2008. She is the leader of the Group for corporate development, overall planning, strategies and policies making. Mrs. Chan is at present a director of several major operating subsidiaries of the Group and also a member of the Remuneration Committee and the Nomination Committee of the Company. Mrs. Chan is one of the well-known industrialists in Hong Kong and possesses over 30 years of experience in the business of electronic components. She is the mother of Mr. Chan Yu Ching, Eugene, the Managing Director and Executive Director of the Company and Ms. Chan Lok Yan, Lorraine, a member of the senior management of the Group. Save as disclosed above, Mrs. Chan did not hold (i) any other directorships in listed companies in the last three years; and (ii) any other major appointments and professional qualifications.

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

As at the Latest Practicable Date, Mrs. Chan was interested in 260,696,001 Shares, representing approximately 54.82% of the entire issued share capital of the Company, from which 209,689,667 Shares are held by Man Yue Holdings Inc., a company wholly and beneficially owned by Mrs. Chan.

For the year ended 31 December 2015, Mrs. Chan received a total remuneration of HK\$4,725,000. Mrs. Chan’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.

Save as disclosed above, there are no other matters relating to Mrs. Chan’s re-election that are required to be brought to the attention of the Shareholders. No other information that is required to be disclosed pursuant to the requirements of rule 13.51(2) of the Listing Rules.

**(2) MR. WONG CHING MING, STANLEY (“MR. WONG”), AGED 58, AN EXECUTIVE DIRECTOR**

Mr. Wong is an Executive Director of the Company. He is also the Business Development Director of the Group. He joined the Group in 2003 and is responsible for managing the global sales, marketing strategies and operations and overall management of factory operations of the Group. Mr. Wong is a director of certain subsidiaries and an associate of the Company. Mr. Wong holds a Master of Science degree and a Bachelor of Science (Aeronautical Engineering) degree from the

University of London's Imperial College of Science. He has over 25 years of experience in sales and marketing field and had held a senior management position in an internationally well-known information technology company. Save as disclosed above, Mr. Wong did not hold (i) any other directorships in listed companies in the last three years; and (ii) any other major appointments and professional qualifications.

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

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

As at the Latest Practicable Date, Mr. Wong was interested in 500,000 share options, representing approximately 0.11% of the issued share capital of the Company.

For the year ended 31 December 2015, Mr. Wong received a total emolument of HK\$1,080,000. The director's fee of Mr. Wong 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.

Save as disclosed above, there are no other matters relating to Mr. Wong's re-election that are required to be brought to the attention of the Shareholders. No other information that is required to be disclosed pursuant to the requirements of rule 13.51(2) of the Listing Rules.

**(3) MR. LO KWOK KWEI, DAVID ("MR. LO"), AGED 56, AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Lo is an Independent Non-executive Director of the Company. He is also the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. 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 practising as a solicitor in Hong Kong for over 27 years and is a partner in a law firm in Hong Kong. Mr. Lo is currently an independent non-executive director of eSun Holdings Limited and ENM Holdings Limited (all of which were listed on the Stock Exchange). Save as disclosed above, Mr. Lo did not hold (i) any other directorships in listed companies in the last three years; and (ii) any other major appointments and professional qualifications.

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 periodic retirement by rotation in accordance with the Company's Bye-laws.



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

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

For the year ended 31 December 2015, Mr. Lo received a director's fee of HK\$360,000. The director's fee of Mr. Lo 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.

Mr. Lo has been appointed as an Independent Non-executive Director of the Company since 1999. As Mr. Lo did not actively involve in the daily operation of the Group nor does he has any direct interest in the Company, the Board considers that Mr. Lo is independent notwithstanding that he has served as an Independent Non-executive Director of the Company for more than nine years. Given his experience and expertise in legal advice, the Board is of the view that Mr. Lo should be re-elected as an Independent Non-executive Director. Accordingly, Mr. Lo 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 above, there are no other matters relating to Mr. Lo's re-election that are required to be brought to the attention of the Shareholders. No other information that is required to be disclosed pursuant to the requirements of rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Man Yue Technology Holdings Limited (the “Company”) will be held at Admiralty Conference Centre, 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 12 May 2016 at 2:30 p.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and the Reports of the Directors and Auditor for the year ended 31 December 2015;
2. To re-elect Ms. Kee Chor Lin as an Executive Director;
3. To re-elect Mr. Wong Ching Ming, Stanley as an Executive Director;
4. To re-elect Mr. Lo Kwok Kwei, David as an Independent Non-executive Director;
5. To authorise the board of directors of the Company to fix the remuneration of the Directors of the Company;
6. To appoint KPMG as auditor of the Company and to authorise the Directors to fix its remuneration; and
7. 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 allot, issue 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;

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- (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;
- (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 day on which the authority set out in this Resolution is revoked or varied by an 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.”

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(B) “THAT:

- (i) subject to paragraph (B)(iii) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase its own issued shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose on the terms and subject to the conditions set out in the Listing Rules or any applicable laws and requirements of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (B)(i) above shall be in addition to any other authorisation given to the Directors of the Company;
- (iii) the aggregate nominal amount of the shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (B)(i) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the authority pursuant to paragraph (B)(i) above shall be limited accordingly; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or the Company’s Bye-laws to be held; and
- (c) the date on 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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(C) “**THAT:**

conditional upon the passing of Resolutions numbered 7(A) and 7(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 7(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 7(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**  
**Kee Chor Lin**  
*Chairman*

Hong Kong, 31 March 2016

*Notes:*

1. An eligible member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote in his stead, 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 completed proxy form, 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 (such certification must be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be lodged with 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 Annual General Meeting (or any adjournment thereof).
3. The Register of Members of the Company will be closed from Wednesday, 11 May 2016 to Thursday, 12 May 2016, both days inclusive, during which period no transfer of shares will be effected. In order to ascertain the right to attend the Annual General 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 Tuesday, 10 May 2016.
4. A proxy form for use in connection with the Annual General Meeting is enclosed and such proxy form is also published on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.manyue.com](http://www.manyue.com)).

*As at the date of this notice, the Executive Directors of the Company are Ms. Kee Chor Lin, Mr. Chan Yu Ching, Eugene, Mr. Wong Ching Ming, Stanley and Mr. Yeung Yuk Lun and the Independent Non-executive Directors of the Company are Dr. Li Sau Hung, Eddy, Mr. Lo Kwok Kwei, David and Mr. Mar, Selwyn.*