



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

(incorporation in Bermuda with limited liability)
(stock code 00894)

**PROCEDURES FOR SHAREHOLDERS TO CONVENE MEETINGS /
PUT FORWARD PROPOSALS**

The following procedures are subject to applicable laws, rules, regulations and the Bye-laws of Man Yue Technology Holdings Limited (the “Company”) as amended, modified and/or supplemented from time to time. Attention of the shareholders of the Company (the “Shareholders”) is specifically drawn to the Company’s Bye-law numbers 56 to 65 and 88.

- An annual general meeting (“AGM”) of the Company shall be held in each year other than the year in which its statutory meeting is convened at such time (within a period of not more than fifteen (15) months after the holding of the last preceding AGM unless a longer period would not infringe the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) and place as may be determined by the board of directors of the Company (the “Board”).
- Each general meeting, other than an AGM, shall be called a special general meeting. General meetings may be held in any part of the world as may be determined by the Board.
- The Board may whenever it thinks fit call special general meetings, and members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit, the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda
- An AGM shall be called by notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days and not less than ten (10) clear business days, all other special general meetings may be called by notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the Listing Rules, a general meeting may be called by shorter notice if it is so agreed: -

- (a) in the case of a meeting called as an AGM, by all the Shareholders entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority of the Shareholders having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent (95%) in nominal value of the issued shares giving that right.
- The notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an AGM shall specify the meeting as such notice of every general meeting shall be given to all Shareholders other than to such Shareholders who, under the provisions of the Company's Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Shareholders and to each of the directors and the auditors of the Company.
 - The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) to send such instrument of proxy to, or the non-receipt of such notice or such instrument of proxy by any person entitled to receive such notice shall not invalidate any resolution passed or any of the proceedings at that meeting.
 - No person other than a director of the Company (the "Director") retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office of the Company provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.
 - If a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the principal place of business of the Company at 16th Floor, Yiko Industrial Building, 10 Ka Yip Street, Chai Wan, Hong Kong no later than seven (7) days prior to the date of such AGM.

Hong Kong, 30 March 2012