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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 advisers.

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 to the bank, stockbroker or other agent through 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,
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE ITS OWN SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Man Yue Technology Holdings Limited (the “Company”) to be held on Tuesday, 9 May 2017 at 2:30 p.m. at Admiralty Conference Centre, 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong is set out on pages 15 to 18 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 Annual General 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). Submission of the accompanying proxy form will not preclude you from attending and voting in person at the Annual General 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) and the Company (www.manyue.com). This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

31 March 2017

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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 matters the omission of which would make any statement herein misleading.

DEFINITIONS

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 on Tuesday, 9 May 2017 at 2:30 p.m. at Admiralty Conference Centre, 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, notice of which is set out on pages 15 to 18 of this circular, or any adjournment thereof;
“Audit Committee”	audit committee of the Company;
“Board”	the board of Directors of the Company;
“Buyback Mandate”	the 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”	bye-laws of the Company;
“close associates”	has the same meaning as ascribed thereto under the Listing Rules;
“Company”	Man Yue Technology Holdings Limited, an exempted company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange;
“core connected persons”	has the same meaning as ascribed thereto under the Listing Rules;
“Director(s)”	director(s) of the Company;
“General Issue Mandate”	the 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;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	27 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	nomination committee of the Company;
“Notice”	written notice unless otherwise specifically stated and as further defined in the Bye-laws;
“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.

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:

Kee Chor Lin (*Chairman*)
Chan Yu Ching, Eugene (*Managing Director*)
Chan Tat Cheong, Alan
Wong Ching Ming, Stanley

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 2017

Dear Shareholder(s),

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES
AND 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; and (iii) the re-election of retiring Directors.

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

LETTER FROM THE BOARD

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 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 I to this circular, which contains 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 Chan Tat Cheong, Alan and Mr Wong Ching Ming, Stanley, 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 Company's 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.

LETTER FROM THE BOARD

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, Mr Chan Tat Cheong, Alan, Dr Li Sau Hung, Eddy and Mr Mar, Selwyn shall retire at the Annual General Meeting under Bye-law 87 of the Company's Bye-laws. All of them, being eligible, have offered themselves for re-election at the Annual General Meeting.

Also, Bye-law 88 of the Company's 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 is given, shall be at least seven days and that the period for lodgment of such Notice 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, a notice of his intention to propose such person for election as a Director and a notice executed by the nominee of his willingness to be elected must be validly served at the principal place of business of the Company at 16th Floor, Yiko Industrial Building, 10 Ka Yip Street, Chai Wan, Hong Kong on or before Tuesday, 2 May 2017.

Brief biographical details of the Directors proposed to be re-elected are set out in Appendix II 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. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 15 to 18 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 and the re-election of retiring Directors.

LETTER FROM THE BOARD

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) and the Company (www.manyue.com). If you are not able to attend the Annual General 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 will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish 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.

6. RECOMMENDATION

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

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement) and Appendix II (Details of Retiring Directors) to this circular.

Yours faithfully,
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 a company with a primary listing on the Stock Exchange to repurchase its 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) the revocation or variation of the Buyback Mandate by ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting, 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 assets value and/or its earnings per Share of the Company and will only be made when the Directors believe that such a repurchase 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 its 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.

In the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period, 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 2016 as contained in the annual report 2016 of the Company. 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 have notified the Company that they have 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 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 692,000 Shares on the Stock Exchange at an aggregate consideration of HK\$473,560 from January 2016 up 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 per share		Aggregate consideration paid (HK\$)
		Highest (HK\$)	Lowest (HK\$)	
4 January 2016	282,000	0.70	0.68	194,760
7 January 2016	<u>410,000</u>	0.68	0.68	<u>278,800</u>
Total:	<u><u>692,000</u></u>			<u><u>473,560</u></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 previous 12 months up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2016		
April	0.92	0.74
May	0.91	0.72
June	0.90	0.76
July	0.86	0.78
August	0.87	0.70
September	0.86	0.72
October	0.85	0.79
November	0.87	0.79
December	0.82	0.70
2017		
January	0.80	0.73
February	0.82	0.77
March (up to the Latest Practicable Date)	0.88	0.73

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

(1) MR CHAN YU CHING, EUGENE (“MR EUGENE CHAN”)

Mr Eugene Chan, aged 41, joined the Group in 1998 and was appointed as an Executive Director of the Company in December 2007 and the Managing Director of the Company in October 2008. Mr Eugene Chan is responsible for overseeing the business development, policies making and implementation of the Group. He is also a director of certain major operating subsidiaries of the Group and a member of the Nomination Committee of the Company. Mr Eugene Chan holds a Bachelor’s degree in Applied Science (majored in Electronic and Electrical Engineering) from the University of British Columbia in Canada. He has over 19 years of experience in the industry of electronic components and has been awarded the Young Industrialist Awards of Hong Kong in 2008. Mr Eugene Chan is the son of Ms Kee Chor Lin, the Chairman, an Executive Director and a substantial Shareholder of the Company within the meaning of Part XV of the SFO and the brother of Ms Chan Lok Yan, Lorraine, a member of the senior management of the Company. Save as disclosed above, Mr Eugene 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 Mr Eugene Chan and the Company. Mr Eugene 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, Mr Eugene Chan was interested in 4,716,666 Shares, representing approximately 0.99% of the entire issued share capital of the Company.

The director’s fee of Mr Eugene Chan as an Executive Director and Managing Director of the Company is HK\$3,900,000 per annum. Such fee is subject to review by the Remuneration Committee 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 Eugene 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 CHAN TAT CHEONG, ALAN (“MR ALAN CHAN”)

Mr Alan Chan, aged 56, joined the Group in May 2016 and was appointed as an Executive Director of the Company in October 2016. He is also the Finance Director of the Group. Mr Alan Chan is primarily responsible for overseeing the Group’s business development, finance and accounting, merger and acquisition, and investor relations. He has over 30 years of experience in the fields of accounting, auditing and financial management. Mr

Alan Chan holds a bachelor's degree in accounting and financial analysis from the University of Newcastle Upon Tyne, the United Kingdom. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of the American Institute of Certified Public Accountants and also a member of the Chartered Professional Accountants of Canada. Prior to joining the Group, Mr Alan Chan was the executive director and chief financial officer of Ka Shui International Holdings Limited (resigned in May 2016). Save as disclosed above, Mr Alan 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.

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

Mr Alan Chan is not related to any Directors, senior management, substantial or controlling shareholders of the Company.

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

The director's fee of Mr Alan Chan as an Executive Director of the Company and Finance Director of the Group is HK\$2,100,000 per annum. Such fee is subject to review by the Remuneration Committee 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 Alan 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.

(3) DR LI SAU HUNG, EDDY B.B.S., J.P. ("DR LI")

Dr Li, aged 62, is an Independent Non-executive Director, the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee of the Company. He has over 30 years of experience in the manufacturing industry. Dr Li is a member of the National Committee of Chinese People's Political Consultative Conference, 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's 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"). Dr Li is also a member of the remuneration committee of Oriental Watch and a member of the nomination committee of Midas. Save as disclosed above, Dr Li 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 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 Company's Bye-laws.

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

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

The director's fee of Dr Li is HK\$360,000 per annum. Such fee is subject to review by the Remuneration Committee and determined by the Board with reference to the prevailing market conditions and the results of the Company.

Dr Li has been appointed as an Independent Non-executive Director of the Company since 1996. As he 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 of the Company for more than nine years. Given his experience and expertise in the manufacturing industry, the Board is of the view that he 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 above, there are no other matters relating to Dr Li'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.

(4) MR MAR, SELWYN ("MR MAR")

Mr Mar, aged 81, is an Independent Non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee of the Company. He graduated from the London School of Economics, University of London. He 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. He is currently a partner of Nexia Charles Mar Fan & Co. and a director of Nexia Charles Mar Fan Limited. Mr Mar is an independent non-executive director, the chairman of audit committee and a member of nomination committee of each of China Everbright International Limited ("China Everbright"), Minmetals Land Limited ("Minmetals Land") and PanAsialum Holdings Company Limited ("PanAsialum"). And he is a member of the remuneration committee of each of China Everbright, Minmetals Land and PanAsialum, a member of risk management committee of China Everbright and a member of independent committee of PanAsialum. Mr Mar was formerly an independent non-executive director and the

chairman of Audit Committee of China Kingstone Mining Holdings Limited until December 2015. He was also an independent non-executive director and the chairman of the audit committee of Standard Bank Asia Limited. In respect of public services, Mr Mar was the president of the Hong Kong Institute of Certified Public Accountants (formerly known as the “Hong Kong Society of Accountants”) in 1991, a member of the Appeals Panel of the Securities and Futures Commission and a member of Board of Governors of the Chinese International School. He is at present an Honorary Fellow and Honorary Court Member of the Lingnan University. Save as disclosed above, Mr Mar 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 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 Company’s Bye-laws.

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

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

The director’s fee of Mr Mar is HK\$400,000 per annum. Such fee is subject to review by the Remuneration Committee and determined by the Board with reference to the prevailing market conditions and the results of the Company.

Mr Mar has been appointed as an Independent Non-executive Director of the Company since 2004. As he 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 of the Company for more than nine years. Given his experience and expertise in accounting field, the Board is of the view that he 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 above, there are no other matters relating to Mr Mar’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.

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 on Tuesday, 9 May 2017 at 2:30 p.m. at Admiralty Conference Centre, 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong for the following purposes:

1. To receive and adopt the audited Financial Statements of the Company and the Reports of the Directors and Auditor for the year ended 31 December 2016;
2. To re-elect Mr Chan Yu Ching, Eugene as an Executive Director;
3. To re-elect Mr Chan Tat Cheong, Alan as an Executive Director;
4. To re-elect Dr Li Sau Hung, Eddy as an Independent Non-executive Director;
5. To re-elect Mr Mar, Selwyn as an Independent Non-executive Director;
6. To authorise the board of directors of the Company to fix the remuneration of the Directors of the Company;
7. To re-appoint KPMG as Auditor and to authorise the Directors to fix its remuneration; and
8. As special business to consider, and if thought fit, with or without amendments, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (i) subject to paragraph (A)(iii) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to 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 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 date 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 an ordinary resolution of the shareholders of the Company in general meeting.”

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(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
Ng Sui Yin
Company Secretary

Hong Kong, 31 March 2017

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 Monday, 8 May 2017 to Tuesday, 9 May 2017, both days inclusive, during which period no transfer of shares will be effected. In order to ascertain the right to attend and vote at 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 Friday, 5 May 2017.
- (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) and the Company (www.manyue.com).
- (5) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

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