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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, 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 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 on Thursday, 10 May 2018 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 13 to 16 of this circular. Whether you are able to attend the Annual General Meeting or not, you are requested to complete the enclosed 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 proxy form will not preclude you from attending and voting in person at the Annual General Meeting should you so wish. This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

30 March 2018

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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 on Thursday, 10 May 2018 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 13 to 16 of this circular, or any adjournment thereof;
“Board”	the board of Directors of the Company;
“Bye-laws”	the bye-laws of the Company;
“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;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general mandate 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;
“Latest Practicable Date”	23 March 2018, 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;
“Notice(s)”	written notice unless otherwise specifically stated and as further defined in the Bye-laws;

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## DEFINITIONS

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“Repurchase Mandate”	the general mandate 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;
“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 as approved by the Securities and Futures Commission; and
“%”	per cent.



**MAN YUE TECHNOLOGY HOLDINGS LIMITED**  
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**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**

Unit 03, 6th Floor

Harbour Centre Tower 2

8 Hok Cheung Street

Hung Hom, Kowloon

Hong Kong

30 March 2018

Dear Shareholder(s),

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

**1. INTRODUCTION**

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

**2. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES**

At the annual general meeting of the Company held on 9 May 2017, ordinary resolutions were passed to grant general mandates to the Directors (i) to allot, issue and deal with such number of additional Shares not exceeding 15% of the issued share capital of the Company as at the date of the passing of the relevant

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## LETTER FROM THE BOARD

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resolution; and (ii) to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the number of issued and fully paid-up Shares as at the date of the passing of the relevant resolution.

These general mandates will expire at the conclusion of the Annual General Meeting. Approvals will be sought from Shareholders for the general mandates to (i) allot, issue and deal with new Shares for the purposes of the Listing Rules at the Annual General Meeting as set out in the ordinary resolution in agenda item No.7(A) of the Notice of Annual General Meeting; and (ii) exercise all the powers of the Company to repurchase Shares as set out in the ordinary resolution in agenda item No. 7(B) of the Notice of Annual General Meeting.

The Issue Mandate and the Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law or the Bye-laws to be held or until the Issue Mandate and the Repurchase Mandate are revoked or varied by an ordinary resolution of the Shareholders at a general meeting, whichever is the earlier.

With reference to these resolutions, the Board wishes to state that it has no immediate plans to allot, issue and deal with any new Shares pursuant to such mandate.

An explanatory statement, as required by the Listing Rules in connection with the Repurchase Mandate, 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 resolutions.

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

Pursuant to Bye-law 87(1) 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.

Pursuant to Bye-law 87(2) of the Bye-laws, 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.

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## LETTER FROM THE BOARD

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Each of Ms Kee Chor Lin, Mr Wong Ching Ming, Stanley and Mr Lo Kwok Kwei, David shall retire by rotation and, being eligible, have offered themselves for re-election at the Annual General Meeting pursuant to Bye-law 87 of the Bye-laws.

Mr Lo Kwok Kwei, David, being an Independent Non-executive Director of the Company eligible for re-election at the Annual General Meeting, has made a confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that he meets the independence guidelines and he is independent in accordance with the terms of guidelines as set out in Rule 3.13 of the Listing Rules.

Pursuant to Bye-law 88 of the Bye-laws, 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 the principal place of business or the 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, any 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 head office and the principal place of business of the Company at Unit 03, 6/F., Harbour Centre Tower 2, 8 Hok Cheung Street, Hung Hom, Kowloon, Hong Kong on or before Wednesday, 2 May 2018.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

#### **4. ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting is set out on pages 13 to 16 of this circular. At the Annual General Meeting, it will be proposed to pass resolutions in respect of the granting and extension of the Issue Mandate, the granting of the Repurchase Mandate and the re-election of retiring Directors.

A proxy form for use at the Annual General Meeting is enclosed with this circular and published on the websites of HKEXnews ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company

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## LETTER FROM THE BOARD

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(www.manyue.com). Whether Shareholders are able to attend the Annual General Meeting in person or not, they should complete the enclosed 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 holding the Annual General Meeting or any adjourned meeting thereof. Submission of the proxy form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should the Shareholders 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.

### 5. 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 enquiries, that to the best of their knowledge and belief, there are no other matters the omission of which would make any statement herein misleading.

### 6. RECOMMENDATION

The Board considers that (i) the granting and extension of the Issue Mandate; (ii) the granting of the Repurchase Mandate; and (iii) the re-election of retiring Directors are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends Shareholders to vote in favour of all such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By order 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 Rule 10.06(1)(b) of 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 Repurchase 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 Shares in issue were 475,547,534. Subject to the passing of the resolution approving the Repurchase 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 Repurchase 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 Repurchase 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 laws of Bermuda or the Bye-laws; or (iii) the date on which the authority set out in this Repurchase Mandate is revoked or varied by an 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 its Shareholders to enable the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or 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 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 Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period, there might 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 year ended 31 December 2017 as contained in the 2017 annual report of the Company. The Directors do not propose to exercise the Repurchase 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 (has the meaning ascribed to it under the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is granted by the Shareholders.

No core connected persons (has the meaning ascribed to it under the Listing Rules) 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 Repurchase 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 repurchase the Shares pursuant to the proposed Repurchase 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 Repurchase 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 Rules 26 and 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 Rules 26 and 32 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 Repurchase 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 Rules 26 and 32 of the Takeovers Code.

If as a result of the exercise of the power to repurchase Shares pursuant to the Repurchase 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

No Shares have been repurchased by the Company in the previous six months prior to 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 <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2017</b>		
April	0.77	0.69
May	0.74	0.68
June	0.83	0.67
July	0.99	0.74
August	0.98	0.85
September	1.62	0.90
October	1.48	1.15
November	1.77	1.21
December	1.50	1.21
<b>2018</b>		
January	1.76	1.38
February	1.42	1.07
March (up to the Latest Practicable Date)	1.36	1.08

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. MS KEE CHOR LIN (“MRS CHAN”)**

Mrs Chan, aged 69, is the co-founder of the Group. She has been the Chairman and an Executive Director of the Company since October 2008. Mrs Chan is the leader of the Group for corporate development, overall planning, strategies and policies making. She 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 near 40 years of experience in the business of electronic components. She has been awarded the Asian Outstanding Leaders Award for Women issued by Asian College of Knowledge Management in 2017.

Mrs Chan is the mother of Mr Chan Yu Ching, Eugene, the Managing Director and an Executive Director of the Company and Ms Chan Lok Yan, Lorraine, a member of the senior management of the Company. Save as disclosed above, Mrs Chan does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

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

As at the Latest Practicable Date, Mrs Chan had personal interests in 51,006,334 Shares and corporate interests in 209,689,667 Shares, representing approximately 54.82% of the entire issued share capital of the Company within the meaning of Part XV of the SFO, from which 209,689,667 Shares were held by Man Yue Holdings Inc., a company wholly and beneficially owned by Mrs Chan.

The emolument of Mrs Chan as an Executive Director of the Company is HK\$6,770,000. Such emolument is subject to review 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 Mrs Chan’s re-election that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**2. MR WONG CHING MING, STANLEY (“MR WONG”)**

Mr Wong, aged 60, has been an Executive Director of the Company since January 2011. He joined the Group in 2003 and is also the Business Development Director

of the Group. He is primarily responsible for managing the global sales, marketing strategies and operations of the Group. Mr Wong has over 27 years of experience in sales and marketing fields and had held a senior management position in an internationally well-known information technology company. He holds a Bachelor of Science (Aeronautical Engineering) degree and a Master of Science degree from the Imperial College of Science, University of London. Mr Wong is also a director of certain subsidiaries of the Group.

Mr Wong does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

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

As at the Latest Practicable Date, Mr Wong had 500,000 share options, representing approximately 0.11% of the entire issued share capital of the Company within the meaning of Part XV of the SFO.

The emolument of Mr Wong as an Executive Director of the Company is HK\$1,098,000. Such emolument is subject to review 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, nor is there other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### **3. MR LO KWOK KWEI, DAVID ("MR LO")**

Mr Lo, aged 58, has been an Independent Non-executive Director of the Company since November 1999. He is also the chairman of the Remuneration Committee, 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 29 years and is a partner of David Lo & Partners. Mr Lo is currently an independent non-executive director of eSun Holdings Limited and Futong Technology Development Holdings Limited.

Mr Lo does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

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

As at the Latest Practicable Date, Mr Lo did not have any interests in Shares within the meaning of Part XV of the SFO.

The director's fees of Mr Lo as an Independent Non-executive Director of the Company are HK\$360,000 per annum. Such fee is subject to review 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 served the Board for more than 18 years. As Mr Lo did not actively involve in the daily operation of the Company and he did not have any interests in the Company, the Board considers that Mr Lo is independent. Given his experience and expertise in legal advice, the Board is of the view that Mr Lo should be re-elected. 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, nor is there other information that is required to be disclosed pursuant to 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 shareholders of Man Yue Technology Holdings Limited (the “Company”) will be held on Thursday, 10 May 2018 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 2017;
2. To re-elect Ms Kee Chor Lin as Director;
3. To re-elect Mr Wong Ching Ming, Stanley as Director;
4. To re-elect Mr Lo Kwok Kwei, David as Director;
5. To authorise the board of directors of the Company to fix the remuneration of the Directors of the Company;
6. To re-appoint KPMG as Auditor and to authorise the Directors to fix its remuneration; and
7. To consider and, if thought fit, pass with or without amendments, 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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## NOTICE OF ANNUAL GENERAL MEETING

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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 powers 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 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 the applicable laws of Bermuda or the Bye-laws of the Company 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 exclusions 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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**NOTICE OF ANNUAL GENERAL MEETING**

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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 the 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 purposes of this Resolution:

“Relevant Period” means the period from the 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 the applicable laws of Bermuda or the Bye-laws of the Company 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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## 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**  
**Ng Sui Yin**  
*Company Secretary*

Hong Kong, 30 March 2018

*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. A proxy need not be a shareholder 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 branch share registrar of the Company 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 adjourned meeting (as the case maybe).
- (3) The register of members of the Company will be closed from Friday, 4 May 2018 to Thursday, 10 May 2018, both days inclusive, during which period no transfer of shares will be registered for the purpose of determining shareholders’ entitlement to attend and vote at the Annual General Meeting of the Company. In order to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company in Hong Kong at the above address not later than 4:30 p.m. on Thursday, 3 May 2018.
- (4) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be taken by poll.
- (5) This notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.