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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 at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 16 May 2019 at 10:30 a.m. 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.

3 April 2019

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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 United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 16 May 2019 at 10:30 a.m., 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 as amended, supplemented or modified from time to time;
“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”	26 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Notice(s)”	written notice unless otherwise specifically stated and as further defined in the Bye-laws;

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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, supplemented or modified 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

**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

3 April 2019

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 10 May 2018, 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

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 will 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, 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 Mr Chan Tat Cheong, Alan, Dr Li Sau Hung, Eddy and Mr Mar, Selwyn shall retire by rotation and, being eligible, has offered himself for re-election at the Annual General Meeting pursuant to Bye-law 87 of the Bye-laws.

Each of Dr Li Sau Hung, Eddy and Mr Mar, Selwyn, both being Independent Non-executive Directors 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 each of the existing Independent Non-executive Directors meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of guidelines.

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 or the branch share registrar 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 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 so 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, 8 May 2019.

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 2018 as contained in the 2018 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 HK\$	Lowest HK\$
<b>2018</b>		
April	1.16	0.93
May	1.41	1.02
June	1.39	1.04
July	1.25	1.06
August	1.21	0.86
September	0.88	0.74
October	0.80	0.63
November	0.74	0.67
December	0.76	0.65
<b>2019</b>		
January	0.76	0.65
February	0.94	0.67
March (up to the Latest Practicable Date)	1.03	0.69

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 TAT CHEONG, ALAN (“MR CHAN”)**

Mr Chan, aged 58, has been an Executive Director of the Company since October 2016. He joined the Group in May 2016 and is the Finance Director of the Group. Mr 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 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. Mr Chan was previously an executive director and chief financial officer of Ka Shui International Holdings Limited.

Mr 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 Mr Chan and the Company. Mr Chan intends to serve for the Company on a long term basis, subject to the periodic retirement by rotation in accordance with the Bye-laws.

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

The emolument of Mr Chan as an Executive Director of the Company was HK\$2,238,000 in 2018. 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 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. DR LI SAU HUNG, EDDY *GBS, JP* (“DR LI”)**

Dr Li, aged 64, has been an Independent Non-executive Director of the Company since October 1996. He is also the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee of the Company. Dr Li has over 30 years of experience in the manufacturing industry. He is the president of Hong Kong Economic & Trade Association Ltd. Dr Li holds a

Master's degree in Business Administration and a Doctor of Philosophy degree in Economics. He was awarded The Ten Outstanding Young Persons in 1991 and the Young Industrialists of Hong Kong in 1993. Dr Li is currently an independent non-executive director of each of Chuang's China Investments Limited and Oriental Watch Holdings Limited. He was previously a member of the National Committee of Chinese People's Political Consultative Conference from 1998 to 2018 and the president of The Chinese Manufactures' Association of Hong Kong from 2015 to 2017.

Dr Li 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 Dr Li and the Company. Dr Li intends to serve for the Company on a long term basis, subject to the periodic retirement by rotation in accordance with the Bye-laws.

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

The director's fee of Dr Li as an Independent Non-executive Director of the Company was HK\$360,000 in 2018. 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.

Dr Li has served the Board for more than 22 years. 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, nor is there other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### **3. MR MAR, SELWYN ("MR MAR")**

Mr Mar, aged 83, has been an Independent Non-executive Director of the Company since September 2004. He is also the chairman of the Audit Committee and a member of the Nomination Committee of the Company. Mr Mar 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 currently an independent non-executive director of each of China Everbright International Limited, Minmetals Land Limited and PanAsialum Holdings Company Limited. He was previously an independent non-executive director of China Kingstone Mining Holdings Limited and 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.

Mr Mar 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 Mar and the Company. Mr Mar intends to serve for the Company on a long term basis, subject to the periodic retirement by rotation in accordance with the Bye-laws.

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

The director’s fee of Mr Mar as an Independent Non-executive Director of the Company was HK\$400,000 in 2018. 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 Mar has served the Board for more than 14 years. 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, nor is there other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.



**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 at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 16 May 2019 at 10:30 a.m. 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 2018;
2. To re-elect Mr Chan Tat Cheong, Alan as Director;
3. To re-elect Dr Li Sau Hung, Eddy as Director;
4. To re-elect Mr Mar, Selwyn 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, 3 April 2019

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 Thursday, 9 May 2019 to Thursday, 16 May 2019, 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 Wednesday, 8 May 2019.
4. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be taken by poll at the above meeting.
5. This notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.