
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 adviser.

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

A notice convening an annual general meeting of Man Yue Technology Holdings Limited (the "Company") to be held at Level 10, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 9 May 2012 at 11:00 a.m. is set out on pages 15 to 18 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting (as the case may be). Completion and delivery of the accompanying form of proxy will not preclude you from attending and voting at the meeting if you so wish. The form of proxy for use at the annual general meeting or any adjourned meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the Company (www.manyue.com).

23 March 2012

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

DEFINITION

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Level 10, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 9 May 2012 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular or any adjournment thereof;
“Associates”	has the same meaning as ascribed thereto under the Listing Rules;
“Board”	the board of Directors;
“Buyback Mandate”	general mandate to, inter alia, repurchase up to 10 per cent. of the issued and fully-paid Shares as at the date of the passing of the relevant resolution;
“Bye-laws”	the Bye-laws of the Company;
“Company”	Man Yue Technology Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“connected persons”	has the same meaning as ascribed thereto under the Listing Rules;
“Director(s)”	director(s) of the Company;
“General Issue Mandate”	general mandate to the Directors to allot, issue and deal with new Shares up to an aggregate of 20 per cent. of its issued share capital as at the date of the passing of the relevant resolution;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China;

DEFINITION

“Latest Practicable Date”	20 March 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Notice(s)”	written notice unless otherwise specifically stated and as further defined in the Bye-laws;
“Optionholder(s)”	holder(s) of option(s) to acquire Share(s), offered or granted in accordance with the share option scheme adopted by the Company on 26 May 2006;
“SFO”	the 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;
“Share Buy Back Rules”	the relevant rules set out in the Listing Rules regulating such share repurchases;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers, as amended from time to time.

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:

Ms. Kee Chor Lin (*Chairman*)

Mr. Chan Yu Ching, Eugene (*Managing Director*)

Mr. Ko Pak On

Mr. Wong Ching Ming, Stanley

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Dr. Li Sau Hung, Eddy

Mr. Lo Kwok Kwei, David

Mr. Mar, Selwyn

Head Office and

Principal Place of Business:

16th Floor

Yiko Industrial Building

10 Ka Yip Street

Chai Wan

Hong Kong

23 March 2012

*To the Shareholders and for information only,
to the Optionholders*

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the Annual General Meeting relating to (i) the General Issue Mandate to issue new Shares; (ii) the Buyback Mandate to repurchase its own shares; and (iii) the re-election of the Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE NEW SHARES

Approval will be sought from the Shareholders at the Annual General Meeting to grant a general mandate to the Directors to allot, issue and deal with new Shares up to an aggregate of 20 per cent. 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.

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 the 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

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own shares, subject to certain restrictions, on the Stock Exchange. At the Annual General Meeting, a resolution will be proposed to grant to the Directors a general mandate to, inter alia, repurchase up to 10 per cent. of the issued and fully-paid Shares as 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; (ii) the expiration of the period within which the next annual general meeting is required to be held by the 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. The Company is required by the Share Buy Back Rules to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. Such information is contained in Appendix A to this circular.

4. RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors namely Ms. Kee Chor Lin, Mr. Chan Yu Ching, Eugene, Mr. Ko Pak On, Mr. Wong Ching Ming, Stanley, Dr. Li Sau Hung, Eddy, Mr. Lo Kwok Kwei, David and Mr. Mar, Selwyn.

In accordance with Bye-law 87 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Directors 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 Ms. Kee Chor Lin, Mr. Ko Pak On and Mr. Lo Kwok Kwei, David shall retire at the Annual General Meeting under Bye-law 87 of the Bye-laws. All of them, being eligible, have offered themselves for re-election.

Also, Bye-law 88 of the Bye-laws provides that no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven days and that the period for lodgment of such Notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the Annual General Meeting, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the principal place of business of the Company at 16th Floor, Yiko Industrial Building, 10 Ka Yip Street, Chai Wan, Hong Kong on or before 2 May 2012.

Brief biographical details of the Directors proposed to be re-elected are set out in Appendix B to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the Annual General Meeting is received after the printing of this circular, the Company will issue a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 15 to 18 of this circular. Resolutions in respect of the proposed General Issue Mandate to issue Shares and the extension thereof, the Buyback Mandate to repurchase the shares of the Company and the re-election of the Directors will be proposed at the Annual General Meeting.

A form of proxy 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 meeting in person, you are requested to complete the accompanying form of proxy 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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 adjourned meeting (as the case may be). Completion and return of the accompanying form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so desire.

6. RECOMMENDATION

The Directors consider that (i) the granting and extension of the General Issue Mandate; (ii) the granting of the Buyback Mandate; and (iii) the re-election of the Directors are all in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix A (Explanatory Statement on the Buyback Mandate) and Appendix B (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
For and on behalf of the Board
Man Yue Technology Holdings Limited
Kee Chor Lin
Chairman

The following is the 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 ordinary resolution in relation to the Buyback Mandate to be proposed at the Annual General Meeting.

(i) Listing Rules

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully paid-up shares on the Stock Exchange subject to certain restrictions.

(ii) Exercise of the Buyback Mandate

Exercise in full of the Buyback Mandate, assuming that no further Share will be issued prior to the Annual General Meeting, and based on 479,089,534 fully-paid Shares in issue as at the Latest Practicable Date, could accordingly result in up to 47,908,953 Shares being repurchased by the Company during the period from the passing of the resolution granting the Buyback Mandate until (i) the conclusion of the next annual general meeting of the Company; (ii) when such Buyback Mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting; or (iii) the expiration of the period within which the next annual general meeting is required by law or the Bye-laws to be held, whichever occurs first.

(iii) Reasons for Repurchase

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the fully-paid Shares in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

(iv) Funding of Repurchase

In repurchasing the Shares, 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. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company. In the event that any repurchase will or will be likely to have an adverse impact on the working capital of the Company, the Company will not proceed with such repurchase.

There may be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts of the Company for the financial year ended 31 December 2011 as contained in the Company's annual report 2011) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances and in the opinion of the Directors, have a material adverse effect on the working capital of the Company or its gearing level.

(v) General

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

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buyback Mandate is approved 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, as a result of a share repurchase, 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 the Takeovers Code currently in force. As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date:

- (i) Man Yue Holdings Inc. is a company incorporated in the Bahamas and is 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 56.06 per cent. to approximately 62.30 per cent. and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code;
- (ii) DJE Investment S.A. ("DJE") is a company incorporated in Luxemburg. If the Company exercises in full the Buyback Mandate, the shareholding of DJE in the issued share capital of the Company will increase from approximately 8.89 per cent. to approximately 9.88 per cent. and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code; and
- (iii) Rays Capital Partners Limited ("Rays Capital") is a company incorporated in Hong Kong. If the Company exercises in full the Buyback Mandate, the shareholding of Rays Capital in the issued share capital of the Company will increase from approximately 5.16 per cent. to approximately 5.73 per cent. 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 per cent. as required by the Stock Exchange, the Company will not exercise the power to repurchase Shares.

The Company has not repurchased any shares of the Company (on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

(vi) Share prices

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

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
April	2.25	1.84
May	2.34	1.96
June	2.04	1.88
July	1.96	1.80
August	1.80	1.35
September	1.48	1.21
October	1.53	1.16
November	1.58	1.35
December	1.60	1.34
2012		
January	1.50	1.38
February	1.80	1.35
March (up to the Latest Practicable Date)	2.23	1.70

APPENDIX B	DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Stated below are the details of those Directors who will retire from office, and being eligible, have offered themselves for re-election at the Annual General Meeting according to the Bye-laws:

(1) Kee Chor Lin (Mrs. Chan), aged 63, the Chairman and an executive Director

Position held in the Group

Mrs. Chan is the co-founder of the Group. She was appointed as the Chairman and an executive Director of the Company on 10 October 2008. Mrs. Chan is the leader of the Group for corporate development, overall planning, strategies and policies making. Mrs. Chan is at present a director of several major operating subsidiaries of the Group and also a member of the remuneration committee and the nomination committee of the Company.

Previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications

Mrs. Chan is one of the well-known industrialists in Hong Kong and possesses over 33 years of experience in the business of electronic components.

Save as disclosed herein, Mrs. 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.

Length or proposed length of services with the Company

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

Relationships with any directors, senior management or substantial or controlling shareholders of the Company

Mrs. Chan is the mother of Mr. Chan Yu Ching, Eugene, the managing director and an executive Director of the Group and Ms. Chan Lok Yan, Lorraine, a member of the senior management of the Group.

Interest in shares of the Company within the meaning of Part XV of the SFO

As at the Latest Practicable Day, Mrs. Chan was interested in 260,696,001 Shares, representing approximately 54.40 per cent. of the entire issued share capital of the Company, from which 209,689,667 Shares are held by Man Yue Holdings Inc., a company beneficially owned by Mrs. Chan.

APPENDIX B	DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Director's emoluments and the basis of determining the director's emoluments

For the year ended 31 December 2011, Mrs. Chan received a total remuneration of HK\$9,988,000. Mrs. Chan's emoluments are to be determined by the remuneration committee of the Company with reference to the prevailing market conditions and the results of the Company.

Matters that need to be brought to the attention of the Shareholders

Save as disclosed herein, there are no matters relating to Mrs. Chan's re-election that need to be brought to the attention of the Shareholders. There is no information which is discloseable nor is/was Mrs. Chan involved in any of the matters required to be disclosed to any of the requirements under Rule 13.51(2) of the Listing Rules.

(2) Ko Pak On, aged 65, an executive Director

Position held in the Group

Mr. Ko is an executive Director. He joined the Group in 1984 and is mainly responsible for overseeing the Group's manufacturing operations in the Mainland China. He is at present a director of several major operating subsidiaries of the Group.

Previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications

Mr. Ko possesses over 33 years of experience in the industry of electronic components. In 2010, he received the 2009 Advanced Technology Practitioner Award from the People's Government of Changan, Dongguan.

Save as disclosed herein, Mr. Ko 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.

Length or proposed length of services with the Company

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

Relationships with any directors, senior management or substantial or controlling shareholders of the Company

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

APPENDIX B DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Interest in shares of the Company within the meaning of Part XV of the SFO

As at the Latest Practicable Day, Mr. Ko was interested in 2,066,660 Shares and 1,500,000 share options, representing approximately 0.74 per cent. of the entire issued share capital of the Company.

Director's emoluments and the basis of determining the director's emoluments

For the year ended 31 December 2011, Mr. Ko received a total remuneration of HK\$1,482,000. Mr. Ko's emoluments are to be determined by the remuneration committee of the Company with reference to the prevailing market conditions and the results of the Company.

Matters that need to be brought to the attention of the Shareholders

Save as disclosed herein, there are no matters relating to Mr. Ko's re-election that need to be brought to the attention of the Shareholders. There is no information which is discloseable nor is/was Mr. Ko involved in any of the matters required to be disclosed to any of the requirements under Rule 13.51(2) of the Listing Rules.

(3) Lo Kwok Kwei, David, aged 53, an independent non-executive Director

Position held in the Group

Mr. Lo is an independent non-executive Director and the chairman of the remuneration committee and also a member of the audit committee and the nomination committee of the Company.

Previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications

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 practicing as a solicitor in Hong Kong for over 23 years and is a partner in a law firm in Hong Kong.

Mr. Lo is currently a non-executive director of eSun Holdings Limited, a company listed on the Main Board of the Stock Exchange.

Save as disclosed herein, Mr. Lo 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.

Length or proposed length of services with 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.

APPENDIX B	DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Relationships with any directors, senior management or substantial or controlling shareholders of the Company

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

Interest in shares of the Company within the meaning of Part XV of the SFO

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

Director's emoluments and the basis of determining the director's emoluments

For the year ended 31 December 2011, Mr. Lo received a director's fee of HK\$360,000. The director's fee of Mr. Lo was recommended by the remuneration committee of the Company and determined by the Board with reference to the prevailing market conditions and the results of the Company.

Matters that need to be brought to the attention of the Shareholders

Mr. Lo has been appointed as an independent non-executive Director since 1999. As Mr. Lo did not actively involve in the daily operation of the Group nor does he have any direct interest in the Company, the Board considers that Mr. Lo is independent notwithstanding that he has served as an independent non-executive Director for more than nine years. Given his experience and expertise in legal advice, the Board is of the view that Mr. Lo should be re-elected as an independent non-executive Director.

Save as disclosed herein, there are no matters relating to Mr. Lo's re-election that need to be brought to the attention of the Shareholders. There is no information which is discloseable nor is/was Mr. Lo involved in any of the matters required to be disclosed to any of the requirements under 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 at Level 10, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 9 May 2012 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2011;
2. To declare a final dividend of 3.0 HK cents per share for the year ended 31 December 2011;
3. To re-elect Ms. Kee Chor Lin as an executive director of the Company;
4. To re-elect Mr. Ko Pak On as an executive director of the Company;
5. To re-elect Mr. Lo Kwok Kwei, David as an independent non-executive director of the Company;
6. To authorise the remuneration committee of the Company to fix the remuneration of the directors of the Company;
7. To re-appoint Messrs. PricewaterhouseCoopers as auditors and authorise the board of directors of the Company to fix their 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 issue, allot 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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (A)(i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A)(i) above, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) the exercise of options granted under the share option scheme(s) of the Company or (c) any scrip dividend scheme or similar arrangements, shall not exceed 20 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 the Bermuda law or the Company’s Bye-laws to be held; and
- (c) the time at which the authority set out in this resolution is revoked or varied by way of 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.”

NOTICE OF ANNUAL GENERAL MEETING

(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 the Bermuda law or the Company’s Bye-laws to be held; and
- (c) the time at which the authority set out in this resolution is revoked or varied by the shareholders of the Company by way of ordinary resolution in general meeting.”

(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

NOTICE OF ANNUAL GENERAL MEETING

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
Chan Bik Yu
Company Secretary

Hong Kong, 23 March 2012

Principal Place of Business:

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

As at the date of this notice, the Executive Directors of the Company are Ms. Kee Chor Lin, Mr. Chan Yu Ching, Eugene, Mr. Ko Pak On 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.

Notes:

1. Every member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
3. The register of members of the Company will be closed from Monday, 7 May 2012 to Wednesday, 9 May 2012, both days inclusive, during which period no transfer of shares will be effected. In order to ascertain the right to attend the 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, 4 May 2012.
4. The register of members of the Company will also be closed from Tuesday, 15 May 2012 to Wednesday, 16 May 2012, both days inclusive, during which period no transfer of shares will be effected. In order to ascertain the right to receive the final dividend, 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 Monday, 14 May 2012.
5. A form of proxy for use in connection with the Annual General Meeting is enclosed and such form of proxy is also published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.manyue.com).