
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 to be taken, you should consult a 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 Mega Expo Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or 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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(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1360)

PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

The Notice of Annual General Meeting of Mega Expo Holdings Limited to be held at 38/F, Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong, on 14 November 2014, at 9:30 a.m. is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Investor Services 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 meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

15 October 2014

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 38/F, Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on 14 November 2014 at 9:30 a.m.;
“Articles of Association”	the articles of association of the Company;
“associates”	has the same meaning as defined under the Listing Rules;
“Board”	the board of Directors;
“BVI”	British Virgin Islands;
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Company”	Mega Expo Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange;
“Connected Person”	has the meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the refreshed Repurchase Mandate;
“Group”	the Company and its subsidiaries (within the meaning of the Companies Ordinance and/or the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants) for the time being and from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to be granted at the AGM for the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate;
“Latest Practicable Date”	8 October 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“PRC”	People’s Republic of China;
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to enable the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time;
“Share(s)”	fully paid ordinary shares of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cents.

The names of certain companies or entities established in the PRC have been included in this circular in both the Chinese and English languages. The English names of these companies and entities are only translation of their respective Chinese names for identification purpose and they are denoted with “”. In the event of any inconsistency, the Chinese version shall prevail.*

LETTER FROM THE BOARD



(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1360)

Executive Directors:

Mr. Lee Chi Sang (*Chairman*)
Mr. Si Tze Fung

Independent Non-executive Directors:

Mr. Chu Kwok Man
Mr. Leung Hung Kee
Mr. Law Sung Ching, Gavin

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

38/F, Enterprise Square Three
39 Wang Chiu Road,
Kowloon Bay, Kowloon,
Hong Kong

15 October 2014

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with requisite information regarding resolutions to be proposed at the AGM. Resolutions to be proposed at the AGM include ordinary resolutions on the proposed re-election of Directors and the grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

The Board currently comprises five Directors, of which two are executive Directors, namely Mr. Lee Chi Sang and Mr. Si Tze Fung; and three are independent non-executive Directors, namely Mr. Chu Kwok Man, Mr. Leung Hung Kee and Mr. Law Sung Ching, Gavin.

In accordance with Article 109 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy of the Board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Mr. Law Sung Ching, Gavin who was appointed by the Board during the year, will retire at the AGM and, being eligible, offer himself for re-election at the AGM.

In accordance with Article 105(A) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (save and except those Directors in respect of whom the provision of Article 109 applies) or, if their number is not three or a multiple of three, then the number nearest but not less than one-third, shall retire from office by rotation. For good corporate governance practice, the following Directors, namely, Mr. Lee Chi Sang, Mr. Si Tze Fung, Mr. Chu Kwok Man and Mr. Leung Hung Kee will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

The biographical and other details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

It will be proposed at the AGM to grant to the Directors (i) a general mandate to allot, issue and deal with Shares up to a limit equal to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution and adding to such general mandate so granted to the Directors any Shares representing to an aggregate nominal amount of Shares repurchased by the Company under the Repurchase Mandate and (ii) a Repurchase Mandate to purchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 200,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 40,000,000 Shares representing 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate (if the grant of which is approved by the Shareholders at the AGM) by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate (if the grant of which is approved by the Shareholders at the AGM).

LETTER FROM THE BOARD

Subject to the approval of the above proposals by the Shareholders at the AGM, the Issue Mandate, Repurchase Mandate and Extension Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by any applicable laws to be held; or (c) the passing of ordinary resolution(s) by Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the proposed grant of the Issue Mandate, Repurchase Mandate and Extension Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll. The chairman of the AGM will explain the detailed procedures for conducting a poll at the commencement of the AGM.

After the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange and the website of the Company in the manner prescribed by 13.39(5) of the Listing Rules.

ACTIONS TO BE TAKEN

Notice of the AGM is set out on pages 14 to 17 of this circular. A form of proxy for use at the AGM is also enclosed herewith. They are also published on the website of the Stock Exchange and the website of the Company.

At the AGM, ordinary resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, Repurchase Mandate and Extension Mandate and the re-election of Directors. Whether or not you are able to attend the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there is no other matter the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that the re-election of Directors and the granting of each of the Issue Mandate, Repurchase Mandate and Extension Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully
On behalf of the Board
Mega Expo Holdings Limited
Lee Chi Sang
Chairman

The brief biographical details of the Directors eligible for re-election at the AGM are set out as follows:

Mr. Lee Chi Sang (李志生), aged 58, the founder of the Group, is the chairman of the Board, chief executive officer of the Company and was appointed as our executive Director on 21 August 2012. He is responsible for the overall strategic planning and management of the Group. Mr. Lee graduated from the University of Hong Kong and obtained the bachelor degree of Social Science in 1978. Mr. Lee possesses over 26 years of experience in trade promotion, exhibition organisation and trade publishing in Hong Kong and overseas.

Pursuant to the service contract of Mr. Lee, the appointment of Mr. Lee is for an initial term of three years commencing from 18 October 2013. Mr. Lee is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Mr. Lee's existing remuneration is HK\$5,400,000 per annum, which is commensurate with his duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Mr. Lee will be entitled to discretionary bonus payment.

As at the Latest Practicable Date, the interests of Mr. Lee in the issued Share capital of the Company (within the meaning of Part XV of the SFO) are set out below:

Name	Company/name of associated corporations	Nature of interest	Number of Shares	Approximate percentage of interest
Lee Chi Sang (Note)	The Company	Interest of a controlled corporation	140,000,000	70.00%
	Business Good Holdings Limited	Beneficial Owner	932	93.20%

Note: The shares are registered in the name of Business Good Holdings Limited, of which Mr. Lee, a director of the Company, held 93.2% of the entire share capital.

Mr. Lee is the director of each of Expand Trade Investments Limited ("Expand Trade"), Mega Expo (Hong Kong) Limited (incorporated in Hong Kong) ("Mega Expo (HK)"), Mega Expo Operations Management Limited ("Mega Expo Operations"), Mega Expo (Hong Kong) Limited (incorporated in the BVI) ("Mega Expo (BVI)"), i-MegAsia Limited ("i-MegAsia"), Mega Expo (U.S.A.) Limited ("Mega Expo (USA)"), Mega Expo (Berlin) Limited ("Mega Expo (Berlin)"), Profit Topmark Limited ("Profit Topmark"), Mega Expo Travel Limited ("Mega Expo Travel"), New Heyday Investments Limited ("New Heyday") and Idea Trade Limited ("Idea Trade"). Mr. Lee is a shareholder of Business Good Holdings Limited as to 93.2% and is one of its two directors.

Save as disclosed above, Mr. Lee has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He does not have relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the Listing Rules.

Mr. Si Tze Fung (施子豐), aged 51, was appointed as our executive Director on 21 August 2012. He is the manager of the Group and is responsible for day-to-day business operation, general administration and management and overseeing the sales functions of the Group. Mr. Si has been engaging in the trade exhibition industry since 1998 and has over 14 years of experience in the industry. During the period from October 1982 to May 1998, Mr. Si was employed by a consumer bank in Hong Kong whereas his last position was senior clerk. In May 1998, Mr. Si joined Kenfair International Limited (“Kenfair International”), as assistant manager, responsible for booth design and liaising with booth contractors. During his previous employment in Kenfair International from May 1998 to June 2009, Mr. Si was promoted to sales manager and subsequently to senior manager. Mr. Si finished his secondary education in Hong Kong in 1981. Mr. Si joined the Group in July 2009. Mr. Si is the director of each of Expand Trade, Mega Expo (HK), Mega Expo Operations, Mega Expo (BVI), i-MegAsia, Mega Expo (USA), Mega Expo (U.S.A.) Inc., Mega Expo (Berlin), Profit Topmark, Mega Expo Travel, New Heyday, Idea Trade and Shenzhen Hengjian Exhibition Planning Limited* (深圳恒建展覽策劃有限公司) (“Shenzhen Hengjian”). He is also the authorised representative of Shenzhen Hengjian. Mr. Si is one of the two directors of Business Good Holdings Limited. As at the Latest Practicable Date, Mr. Si is not interested in any Shares of the Company within the meeting of Part XV of the SFO.

Pursuant to the service contract of Mr. Si, the appointment of Mr. Si is for an initial term of three years commencing from 18 October 2013. Mr. Si is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Mr. Si’s existing remuneration is HK\$1,800,000 per annum, which is commensurate with his duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Mr. Si will be entitled to discretionary bonus payment.

Save as disclosed above, Mr. Si has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He does not have relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the Listing Rules.

Mr. Chu Kwok Man (朱國民), aged 58, a solicitor practising in Hong Kong, was appointed as our independent non-executive Director on 18 October 2013. Mr. Chu was an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange: (1) Decca Holdings Limited (Stock Code: 997) (now known as Chinlink International Holdings Limited) from February 2000 to February 2012 and (2) JF Household Furnishings Limited (Stock Code: 776) from April 2008 to August 2011. Mr. Chu has been appointed since March 1999 as an independent non-executive director of Multistack International Limited, a company listed on the Australian Securities Exchange.

Pursuant to the appointment letter, the appointment of Mr. Chu is for an initial term of two years commencing from 18 October 2013. Mr. Chu is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Mr. Chu’s existing remuneration is

HK\$300,000 per annum, which is commensurate with his duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Mr. Chu will not be entitled to any bonus payment. As at the latest Practicable Date, Mr. Chu is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chu has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the Listing Rules.

Mr. Leung Hung Kee (梁鴻基) FCCA, aged 44, was appointed as our independent non-executive Director on 18 October 2013. Mr. Leung obtained a master's degree in business administration from a joint program of the Columbia Business School, the London Business School and The University of Hong Kong in June 2012, and a bachelor of arts degree in accounting and finance from the University of Lancaster in the United Kingdom in June 1993. Mr. Leung was admitted as a fellow of the Association of Chartered Certified Accountants in November 2003. From December 1993 to April 1999, Mr. Leung joined a worldwide professional services firm; and he was promoted in January 1997 as a senior accountant. Mr. Leung has over 20 years of experience in accounting, finance, auditing and risk management from international accounting firms and financial institutions.

Pursuant to the appointment letter, the appointment of Mr. Leung is for an initial term of two years commencing from 18 October 2013. Mr. Leung is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Mr. Leung's existing remuneration is HK\$300,000 per annum, which is commensurate with his duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Mr. Leung will not be entitled to any bonus payment. As at the latest Practicable Date, Mr. Leung is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Leung has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the Listing Rules.

Mr. Law Sung Ching, Gavin (羅崇禎), aged 57, was appointed as independent non-executive Director on 12 September 2014. Mr. Law has accumulated over 25 years of experience in finance and over 15 years of experience in auditing, accounting and company secretarial services from several financial institutions, including IBI Asia Ltd. and CEF Holdings Limited. Mr. Law is a director of LSC Consultants Ltd. and senior advisor of C C Kwong & Company, Certified Public Accountants.

Pursuant to the appointment letter, the appointment of Mr. Law is for an initial term of one year commencing from 12 September 2014. Mr. Law is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Mr. Law's existing remuneration is HK\$180,000 per annum, which is commensurate with his duties and responsibilities held and is approved by

the Board with reference to the prevailing market situation. Mr. Law will not be entitled to any bonus payment. As at the Latest Practicable Date, Mr. Law is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Law has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the Listing Rules.

GENERAL

Save as disclosed herein, in relation to the proposed re-election of the above-mentioned retiring Directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders for their consideration of the proposed Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

REASONS FOR REPURCHASE MANDATE

Whilst the Directors do not presently intend to repurchase any Shares, they believe that the flexibility afforded by the mandate granted to them if the ordinary resolution no. 5 set out in the notice of AGM is passed would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years and if there are occasions in the future when Shares are being traded at a discount to their underlying value, the ability of the Company to repurchase Shares can be beneficial to those Shareholders who retain their investment in the Company since this may, depending on the circumstances, result in increases to the fully diluted net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the total issued share capital of the Company is 200,000,000 fully paid-up ordinary Shares of HK\$0.01 each.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 20,000,000 Shares.

SOURCE OF FUNDS FOR REPURCHASES

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cash flow or working capital facilities, which will be funded legally available for such purpose in accordance with its Memorandum and Articles of Association and the applicable laws of the Cayman Islands. Such funds include but are not limited to the Company's profits available for distribution.

Whilst the Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the Memorandum and Articles of Association of the Company.

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their associates, presently intend to sell any Shares to the Company under the Repurchase Mandate in the event that the latter is granted by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that Repurchase Mandate is granted by the Shareholders.

TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of share repurchase by the Company, a Shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, Business Good Holdings Limited ("Business Good") beneficially owned 140,000,000 Shares, representing 70% of the issued share capital of the Company. Business Good is a controlled corporation of Mr. Lee Chi Sang, the Chairman of the Company.

Assuming that the issued share capital of the Company remains unchanged up to the date of the AGM and in the event that the Repurchase Mandate is exercised in full, the shareholding of Business Good in the Company will be increased to about 77.78%. In the opinion of the Directors, such increase will not give rise to any obligation to make a mandatory offer under Rule 26.1 of the Takeovers Code.

The Directors have no intention to exercise the power to repurchase the Shares pursuant to the Repurchase Mandate to such extent as would result in the level of shareholdings in the Company held by the public falling below 25%.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

MARKET PRICE

The highest and lowest traded market prices for Shares recorded on the Stock Exchange during each of the eleven months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
November	1.56	1.00
December	1.44	1.02
2014		
January	1.33	0.97
February	1.15	0.90
March	1.07	0.88
April	0.98	0.82
May	0.89	0.83
June	1.06	0.86
July	1.38	0.87
August	1.20	0.99
September	1.33	1.01
October (up to the Latest Practicable Date)	1.38	1.18

SHARES REPURCHASES MADE BY THE COMPANY

No repurchases of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1360)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Mega Expo Holdings Limited (the “Company”) will be held at 38/F, Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on 14 November 2014, at 9:30 a.m. for the following purposes:

1. to receive and approve the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 30 June 2014;
2. to re-elect retiring directors (namely, Mr. Lee Chi Sang, Mr. Si Tze Fung, Mr. Chu Kwok Man, Mr. Leung Hung Kee and Mr. Law Sung Ching, Gavin, collectively the “Directors”) (each as a separate resolution) and to authorise the board of directors (“Board”) of the Company to fill vacancies on the Board and to fix (which authority may be further delegated to its duly authorised committee) the remuneration of the directors;
3. to re-appoint HLB Hodgson Impey Cheng Limited as the Company’s auditors and to authorise the Directors to fix their remuneration;
4. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) as amended from time to time, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) 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 would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below) or (ii) an issue of shares upon the exercise of the subscription rights under any option scheme or similar

NOTICE OF ANNUAL GENERAL MEETING

arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Articles of Association of the company from time to time, shall not exceed the aggregate of:

- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is 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 of the Company is required by the articles of association of the Company or by any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares 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 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, or the expense or delay which may be involved in determining the existence or extent of 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

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of securities of the Company repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
 - (c) for the purpose of this resolution, **“Relevant Period”** means the period from the date of the passing of this resolution until whichever is 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 of the Company is required by the articles of association of the Company or by any applicable laws to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of the shares in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance

NOTICE OF ANNUAL GENERAL MEETING

with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

By order of the Board
Mega Expo Holdings Limited
Lee Chi Sang
Chairman

Hong Kong, 15 October, 2014

Notes:

1. A member is entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services 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 Meeting or any adjourned Meeting.
3. In relation to proposed resolution numbered 2, each of Messrs Lee Chi Sang, Si Tze Fung, Chu Kwok Man, Leung Hung Kee and Law Sung Ching, Gavin will retire from their office of Directors at the above meeting pursuant to the articles of association of the Company and, being eligible, offer themselves for re-election.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the Board comprises Mr. Lee Chi Sang and Mr. Si Tze Fung as executive directors; Mr. Leung Hung Kee, Mr. Chu Kwok Man and Mr. Law Sung Ching, Gavin as independent non-executive directors.