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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Mega Expo Holdings Limited, you should at once hand this circular and the accompanying form(s) of proxy to the purchaser or other transferee or to the licensed securities dealer, or to the bank, or to other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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MEGA EXPO HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1360)

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED REFRESHMENT OF THE LIMIT OF
THE SHARE OPTION SCHEME;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “EGM”) of Mega Expo Holdings Limited (the “Company”) to be held at Room Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 10 May 2019 at 11:00 a.m. is set out on pages 11 to 13 of this circular. A form of proxy for use by the shareholders of the Company at the EGM is enclosed herein.

Whether or not you are able to attend the EGM, 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 and transfer office 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 EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereon should you so wish and, in such event, the proxy shall be deemed to be revoked.

17 April 2019

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, revised or supplemented from time to time;
“Board”	the board of Directors;
“Chairman”	the chairman of the Company;
“Company”	Mega Expo Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1360);
“Director(s)”	director(s) of the Company;
“Eligible Employee”	any employee (whether full time or part time, including any executive Director but excluding any non-executive Director and independent non-executive Directors), any Subsidiary or any Invested Entity;
“Eligible Participant(s)”	(a) any Eligible Employee; (b) any non-executive Directors (including independent non-executive Directors), any Subsidiary or any Invested Entity; (c) any supplier of goods or services to any member of the Group or any Invested Entity; (d) any customer of any member of the Group or any Invested Entity; (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group; and (i) any company wholly owned by one or more Eligible Participants;

DEFINITIONS

“EGM”	an extraordinary general meeting of the Company to be held at Room Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 10 May 2019 at 11:00 a.m., notice of which is set out on pages 11 to 13 of this circular;
“General Scheme Limit”	the total number of Shares which may be allotted and issued upon exercise of all Options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the Shares in issue at the time dealings in the Shares first commence on the Stock Exchange, being 100,000,000 Shares (or 20,000,000 Pre-subdivided Shares prior to the Share Subdivision), and may be “refreshed” on and pursuant to the Share Option Scheme and the Listing Rules;
“Group”	the Company and the Subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Invested Entity”	any entity in which any member of the Group holds any equity interest;
“Latest Practicable Date”	12 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Option(s)”	option(s) to subscribe for the Shares granted pursuant to the Share Option Scheme;

DEFINITIONS

“Pre-subdivided Shares”	ordinary share(s) of HK\$0.01 each in the Company before the Share Subdivision;
“Proposed Change of Company Name”	the proposed change of the name and the proposed adoption of the new dual foreign name in Chinese of the Company, details of which are set out in this circular;
“Proposed Refreshment”	the proposed refreshment of the General Scheme Limit under the Share Option Scheme at the EGM;
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan;
“Share(s)”	ordinary share(s) of HK\$0.002 each in the share capital of the Company;
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 18 October 2013;
“Share Subdivision”	the subdivision of each issued and unissued Pre-subdivided Shares into five (5) Shares, details of which can be referred to the announcement of the Company dated 20 August 2015 and the circular of the Company dated 28 August 2015;
“Shareholder(s)”	shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Subsidiary(ies)”	the company(ies) which are for the time being and from time to time the subsidiaries (within the meaning of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong, the British Virgin Islands, the United States of America, the People’s Republic of China or elsewhere.

LETTER FROM THE BOARD



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

Executive Directors:

Mr. Deng Zhonglin (*Chairman*)
Mr. Xu Feng (*Chief Executive Officer*)

Independent non-executive Directors:

Mr. Choi Hung Fai
Mr. Tsang Wing Ki
Dr. Wong Kong Tin, *JP*
Mr. Qiu Peiyuan

Registered Office:

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

Principal place of business

in Hong Kong:
Suites 911-912, Level 9
One Pacific Place
88 Queensway
Hong Kong

17 April 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED REFRESHMENT OF THE LIMIT OF
THE SHARE OPTION SCHEME;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 22 March 2019 in respect of the Proposed Change of Company Name. The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the EGM for (i) the Proposed Change of Company Name and (ii) the Proposed Refreshment, together with a notice of EGM.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the name of the Company from “Mega Expo Holdings Limited” to “NOVA Group Holdings Limited” and to adopt “諾發集團控股有限公司” as the new dual foreign name in Chinese of the Company.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect upon the date of issue of a Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands confirming that the new name has been registered. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group’s business development and its direction of future development. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s business development and is in the best interests of the Company and Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect the rights of any Shareholder or the Company’s daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

LETTER FROM THE BOARD

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any issue of share certificates thereafter will bear the new name of the Company and the securities of the Company will be traded on the Stock Exchange under the new name.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective. Further announcement will be made by the Company relating to, among other things, the results of the EGM, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company.

3. PROPOSED REFRESHMENT OF THE LIMIT OF THE SHARE OPTION SCHEME

The purpose of the Share Option Scheme is to enable the Group to grant Options to the Eligible Participants as incentives or rewards for their contributions to the Group.

Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

No refreshment of the General Scheme Limit has been previously sought by the Company under the Share Option Scheme.

LETTER FROM THE BOARD

The General Scheme Limit under the Share Option Scheme is 100,000,000 Shares (or 20,000,000 Pre-subdivided Shares prior to the Share Subdivision, being 10% of the shares of the Company in issue as at the date of adoption of the Share Option Scheme on 18 October 2013). As at the Latest Practicable Date, particulars of the 100,000,000 Options granted under the General Scheme Limit are set forth below:

Options outstanding:	100,000,000
Options cancelled:	Nil
Options lapsed:	Nil
Options exercised:	Nil
Options granted (including outstanding, cancelled, lapsed or exercised)	100,000,000

Details of the 100,000,000 Options granted

Date of grant:	1 June 2018
Exercise price of Options granted:	HK\$1.89 per Share
Validity and exercisable period of Options:	Ten (10) years commencing from 1 June 2018 to 31 May 2028
Vesting conditions	The vesting of the Options is conditional upon the fulfilment of certain performance targets relating to the Group and 25% of the Options granted has been/will vest(ed) on each of 31 December 2018, 30 June 2019, 31 December 2019 and 30 June 2020

Among the 100,000,000 Options granted, 21,680,000 Options were granted to the Directors, details of which are set out below:

Name of Director	Position	Number of Options granted
Mr. Deng Zhonglin	Executive Director and Chairman	12,000,000
Mr. Xu Feng	Executive Director and Chief Executive Officer	9,680,000

LETTER FROM THE BOARD

The remaining 78,320,000 Options were granted to the other Eligible Participants who were all the employees of the Company or of the subsidiaries of the Company.

As the General Scheme Limit has been fully utilized, the Board has no intention to grant any more Option(s) before the upcoming EGM. As at the Latest Practicable Date, to the best of the Directors' information, the Company has a plan to grant more Option(s) within the 12 months after the approval of the Proposed Refreshment, subject to the Board's decision with regards to the Company's future performance.

Reasons for the Proposed Refreshment

Given the General Scheme Limit has been fully utilised, the Directors propose a refreshment of the General Scheme Limit. The Board considers that it is in the best interests of the Company to refresh the General Scheme Limit to permit the granting of further Options so as to provide incentives to, and recognise the contributions of, the Eligible Participants. The Board therefore decided to seek the approval of the Shareholders at the EGM to refresh the General Scheme Limit.

Effects of the Proposed Refreshment

If the refreshment of the General Scheme Limit is approved at the EGM, based on the 1,454,200,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued up to the date of the EGM, the Company will be authorised to grant Options under the Share Option Scheme for subscription of up to a total of 145,420,000 Shares, representing approximately 10% of the issued Shares as at the date of the EGM.

The total number of Shares which may be issued upon exercise of the refreshed General Scheme Limit of 145,420,000 Shares together with all outstanding Options as at the Latest Practicable Date carrying the right to subscribe for 100,000,000 Shares is 245,420,000 Shares, representing approximately 16.88% of the total number of Shares in issue as at the Latest Practicable Date. No Options may be granted if this will result in the number of Shares which may be issued upon exercise of all Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceeds the 30% limit. As at the Latest Practicable Date, the Company has not adopted any share option schemes other than the Share Option Scheme.

Conditions of the Proposed Refreshment

The Proposed Refreshment is conditional upon:

1. the passing of an ordinary resolution by the Shareholders at the EGM to approve the Proposed Refreshment; and

LETTER FROM THE BOARD

2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may be allotted and issued upon the exercise of the subscription rights attaching to the Options that may be granted under the refreshed limit of the Share Option Scheme, being up to 10% of the issued Shares as at the date of passing of the relevant resolution at the EGM.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of Options to be granted under the refreshed General Scheme Limit.

4. EGM AND PROXY ARRANGEMENT

A notice convening the EGM to be held at Room Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 10 May 2019 at 11:00 a.m. is set out on pages 11 to 13 of this circular. At the EGM, a special resolution will be proposed to approve the Proposed Change of Company Name and an ordinary resolution will be proposed to approve the Proposed Refreshment. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM 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 less than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and, in such event, the proxy 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. Therefore, all the resolutions put to the vote at the EGM will be taken by way of poll. The chairman of the EGM will explain the detailed procedures for conducting a poll at the commencement of the EGM. After the conclusion of the EGM, the poll results will be published on the website of the Stock Exchange and the website of the Company in the manner prescribed by Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions regarding the Proposed Change of Company Name and the Proposed Refreshment at the EGM under the Listing Rules.

As no Eligible Participant including the grantees of the 100,000,000 Options granted on 1 June 2018 is a shareholder of the Company, nobody is required to abstain from voting on the resolution for approving the refreshment of the General Scheme Limit in the forthcoming EGM.

LETTER FROM THE BOARD

5. 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 are no other matters the omission of which would make any statement in this circular misleading.

6. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name and the Proposed Refreshment are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

Yours faithfully,
By Order of the Board
Mega Expo Holdings Limited
Deng Zhonglin
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1360)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Mega Expo Holdings Limited (the “**Company**”) will be held at Room Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 10 May 2019 at 11:00 a.m. for the following purposes:

As special business, to consider and, if thought fit, pass with or without modification, the following resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of, the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the refreshed scheme mandate limit (the “**General Scheme Limit**”) under the share option scheme adopted by an ordinary resolution of the Company passed on 18 October 2013 in the manner as set out in paragraph (a) of this resolution below,
 - (a) the refreshment of the General Scheme Limit of up to 10 per cent. of the Shares in issue as at the date of passing of this resolution be and is hereby approved, and
 - (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “Mega Expo Holdings Limited” to “NOVA Group Holdings Limited” and a dual foreign name in Chinese of the Company “諾發集團控股有限公司” be adopted (“**Proposed Change of Company Name**”) and **THAT** any one of the directors of the Company be and is hereby authorised to do all such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the Proposed Change of Company Name.”

By Order of the Board
Mega Expo Holdings Limited
Deng Zhonglin
Chairman

Hong Kong, 17 April 2019

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his 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 and transfer office 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) 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.
- (4) 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (5) In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll.
- (6) The register of members of the Company will be closed for registration of transfer of shares from Tuesday, 7 May 2019 to Friday, 10 May 2019, both days inclusive, during which period no share transfer will be effected. In order to be entitled to attend and vote at the forthcoming extraordinary general meeting of the Company, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 May 2019.

As at the date of this notice, the Board comprises Mr. Deng Zhonglin and Mr. Xu Feng as executive Directors; and Mr. Choi Hung Fai, Mr. Tsang Wing Ki, Dr. Wong Kong Tin, JP and Mr. Qiu Peiyuan as independent non-executive Directors.