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If you have sold or transferred all your shares in **Daisho Microline Holdings Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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DAISHO MICROLINE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 0567)

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Daisho Microline Holdings Limited to be held at Room 732, 7/F., Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 5 September 2014 at 10:00 a.m. is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the annual general 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 Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof, should you so wish.

25 July 2014

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DEFINITIONS

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

“2014 AGM”	the annual general meeting of the Company to be held at Room 732, 7/F., Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 5 September 2014 at 10:00 a.m., notice of which is set out on pages 11 to 14 of this circular
“Board”	the board of Directors of the Company
“Bye-Law(s)”	bye-law(s) of the Company
“Company”	Daisho Microline Holdings Limited, a limited company incorporated in Bermuda with its shares listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	21 July 2014, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares listed on the Stock Exchange of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution to grant such mandate at the 2014 AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



DAISHO MICROLINE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 0567)

Directors:

Executive Directors:

Chan Sik Ming, Harry (*Chairman and
Chief Executive Officer*)

Au-Yeung Wai Hung

Yoshio Handa

Shozo Sugaya

Independent Non-Executive Directors:

Chong Chi Wah

Li Chi Kwong

Yeung Chi Shing, Bret

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Principal Place of Business
in Hong Kong:*

Unit 303A, 3rd Floor
Shui Hing Centre
13 Sheung Yuet Road
Kowloon Bay
Hong Kong

25 July 2014

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against the ordinary resolutions to be proposed at the 2014 AGM of the Company to be held on 5 September 2014 for the purpose of considering and if thought fit, passing resolutions to approve the general mandates granted to the Directors to issue and repurchase Shares of the Company and the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

Ordinary resolutions set out as resolutions numbered 8 to numbered 10 in the notice of 2014 AGM will be proposed to grant general mandates to the Directors (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company on the date of passing the resolution and the nominal amount of any Shares repurchased by the Company (up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing the resolution); and (ii) to repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing the resolution. Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued or repurchased prior to the date of passing the relevant ordinary resolutions, the exercise in full of the general mandates would result in the issue and repurchase by the Company of a maximum of 96,048,757 Shares and 48,024,378 Shares respectively.

An explanatory statement as required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution for the granting of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 99(A), Mr. Au-Yeung Wai Hung and Mr. Yeung Chi Shing, Bret will retire by rotation and, being eligible, will offer themselves for re-election at the 2014 AGM.

The biographical details of Mr. Au-Yeung Wai Hung and Mr. Yeung Chi Shing, Bret are set out in Appendix II to this circular.

2014 AGM

The notice convening the 2014 AGM to be held at Room 732, 7/F., Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on 5 September 2014 at 10:00 a.m. is set out on pages 11 to 14 of this circular.

According to Bye-Law 70, at any general meeting a resolution put to vote at the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of the meeting; or
- (ii) by at least three members present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy for the time being entitled to vote at the meeting; or

LETTER FROM THE BOARD

- (iii) by any member or members present in person (or, in the case of a member being corporation, by its duly authorised corporate representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a member or members present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy and holding Shares conferred a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the 2014 AGM will put each of the resolutions proposed at the 2014 AGM to be voted by way of a poll.

RECOMMENDATION

The Board believe that the granting of the general mandates and the re-election of Directors as set out in the notice of the 2014 AGM are in the interests of the Company and the Shareholders and accordingly recommend you to vote in favour of all the corresponding resolutions to be proposed at the 2014 AGM.

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

Yours faithfully,
By Order of the Board
Chan Sik Ming, Harry
Chairman

The following serves as an explanatory statement in compliance with the Listing Rules to give all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$48,024,378.50 comprising 480,243,785 Shares.

Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate (as set out in resolution numbered 9 of the notice of the 2014 AGM) and on the basis that no further Shares are issued prior to the 2014 AGM, exercise in full of the Repurchase Mandate would result in the repurchase by the Company of a maximum of 48,024,378 Shares during the period ending on the earliest of the date of the next annual general meeting following the 2014 AGM, the date by which the next annual general meeting following the 2014 AGM of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at 31 March 2014 (being the date to which the latest audited financial statements of the Company were made up) in the event that the Repurchase Mandate is carried out in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply its retained earnings or funds which are legally available for such purpose in accordance with its Memorandum of Association and Bye-Laws and all applicable laws of Bermuda.

4. MARKET PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve months from 1 July 2013 up to the Latest Practicable Date were as follows:

	Highest Per Share	Lowest Per Share
	<i>HK\$</i>	<i>HK\$</i>
2013		
July	0.400	0.310
August	0.370	0.275
September	0.445	0.305
October	0.490	0.405
November	0.500	0.400
December	0.510	0.375
2014		
January	0.450	0.380
February	0.450	0.380
March	0.400	0.350
April	0.415	0.345
May	0.670	0.355
June	0.570	0.460
July (up to the Latest Practicable Date)	0.620	0.470

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSON

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate in the event that such mandate is approved by Shareholders.

No connected person, as defined in the Listing Rules, has notified the Company that he/she has a present intention to sell any Shares to the Company, nor has he/she undertaken not to do so in the event that the Repurchase Mandate is approved by Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Bermuda and in accordance with the Memorandum of Association and Bye-Laws of the Company.

7. EFFECT OF TAKEOVERS CODE

If on the exercise of the power to repurchase shares pursuant to the repurchase mandate, a shareholder's proportionate interest in the voting rights of the company increases, such increase will be treated as an acquisition for the purposes of the Rule 32 of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (within the meaning of the Takeovers Code) could obtain or consolidate control of the company and become 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, Mr. Chan Sik Ming Harry was interested in 143,601,417 Shares representing approximately 29.90% of the issued share capital of the Company. On the basis of 480,243,785 Shares in issue and in the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Mr. Chan Sik Ming Harry in the Company would increase to approximately 33.22% of the issued share capital of the Company. Such increase in shareholding will give rise to an obligation for Mr. Chan Sik Ming Harry to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent. Save as aforesaid, the Directors are not aware of any other consequences which would arise under the Takeovers Code resulting from any repurchase of Shares pursuant to the Repurchase Mandate.

8. SHARES REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Au-Yeung Wai Hung, aged 47, has been an executive director of the Company since November 2003. He has been the company secretary and the financial controller of the Company since July 1996. He is a member of the Remuneration Committee of the Company and also a director of all subsidiaries of the Company. Save as disclosed above, he has not held any other positions with other members of the Group nor did he hold any other positions in other listed public companies during the past three years. He is not related to any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Au-Yeung graduated from The Hong Kong Polytechnic in 1988 with a Professional Diploma in Accountancy. He also obtained a Bachelor of Arts degree in Accountancy from the Hong Kong Polytechnic University in 1996 and a Master of Business degree in E-Commerce from the Curtin University of Technology in Australia in 2002. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has over 26 years of experience in areas related to accounting, auditing, taxation, company secretarial, financial management, personnel management and information technology management.

There is no service contract entered into between Mr. Au-Yeung and the Company. Mr. Au-Yeung has no fixed term of service but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. He will be entitled to an emolument as determined by the Remuneration Committee of the Company and the Board from time to time with reference to his performance and duties, the Company's performance and profitability and the prevailing market conditions such as salaries paid by comparable companies. The fixed emolument for his services rendered to the Group is HK\$1,142,400 per annum at present.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Au-Yeung has personal interests in 1,300,000 Shares representing 0.27% of the total issued share capital of the Company.

Save as disclosed above, there was no information relating to Mr. Au-Yeung that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Yeung Chi Shing, Bret, aged 57, has been an independent non-executive director of the Company since 21 November 2011. He is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Save as disclosed above, he has not held any other positions with other members of the Group nor did he hold any other positions in other listed public companies during the past three years. He is not related to any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Yeung graduated from Jinan University in Guangzhou, Mainland China with a Bachelor's degree of Economics in 1983. He joined Nanyang Commercial Bank Limited soon after his graduation. From 1983 to 2002, he served several positions in Nanyang Commercial Bank Limited, including Representative and Chief Representative of Beijing Representative Office, President of Guangzhou Branch, Executive Vice President of Beijing Branch and President of Shenzhen Branch. He is currently a President and major shareholder of a printing corporation. He has considerable years of experience in banking, business operation and management, particularly in the banking and financial business in the Mainland China.

According to the service contract entered into between Mr. Yeung and the Company, his term of service is three years subject to the requirements on the retirement by rotation of directors and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. He will be entitled to an emolument as determined by the Remuneration Committee of the Company and the Board from time to time with reference to his duties and responsibilities and the prevailing market conditions. The fixed emolument for his services rendered to the Company is HK\$240,000 per annum at present.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Yeung has no interests in the Shares.

Save as disclosed above, there was no information relating to Mr. Yeung that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



DAISHO MICROLINE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 0567)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Room 732, 7/F., Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 5 September 2014 at 10:00 a.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2014.
2. To re-elect Mr. Au-Yeung Wai Hung as Director.
3. To re-elect Mr. Yeung Chi Shing, Bret as Director.
4. To fix the number of Directors to twelve.
5. To authorise the Board of Directors to fix the remuneration of the Directors.
6. To appoint Crowe Horwath (HK) CPA Limited as Auditors for the ensuing year.
7. To authorise the Board of Directors to fix the remuneration of the Auditors.
8. As special business to consider and, if thought fit, pass the following resolution as an ordinary resolution with or without modifications:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue Shares of HK\$0.10 each in the capital of the Company and to make and grant offers, agreements and options (including bonds, warrants and debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant period (as hereinafter defined) to make or grant offers, arrangements and options (including bonds, warrants and debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; (as hereinafter defined); (ii) an issue of shares as scrip dividends in accordance with the bye-laws of the Company from time to time, or (iii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any bonds, warrants, debenture, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or arrangement or rights to acquire shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law(s) of Bermuda to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at this date (subject to such exclusions 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 any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) The aggregate nominal amount of the share capital of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution, and on the basis that no further shares are issued prior to the date of passing this resolution, exercise in full of the repurchase mandate would result in the repurchase by the Company of a maximum of 48,024,378 shares, and the said approval shall be limited accordingly; and
- (c) For the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** the exercise by the Directors of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company in accordance with the general mandate granted pursuant to the resolution numbered 8 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares of the Company purchased by the Company under the authority granted pursuant to the resolution numbered 9 set out in the notice convening this meeting provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution.”

By Order of the Board
Chan Sik Ming, Harry
Chairman

Hong Kong, 25 July 2014

Notes:

1. The chairman of the Annual General Meeting will put each of the above resolutions to be voted by way of a poll.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting if the member so wishes.
4. An explanatory statement containing further details in respect of the resolution numbered 9 is set out in Appendix I of the Circular dated 25 July 2014.
5. With regard to the resolutions numbered 2 and 3 in this notice, the Board of Directors recommends to the members of the Company to vote for the re-election of Mr. Au-Yeung Wai Hung and Mr. Yeung Chi Shing, Bret as Directors. The biographical details of Mr. Au-Yeung Wai Hung and Mr. Yeung Chi Shing, Bret are set out in Appendix II of the Circular dated 25 July 2014.