
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



(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 convening the annual general meeting of the Company (“AGM”) 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, 20 November 2015 at 11:00 a.m. is set out on pages 19 to 23 of this circular.

Whether or not you are able to attend the AGM, 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 later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereon should you so wish.

19 October 2015

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
Introduction	4
Proposed re-election of Directors	5
Issue Mandate, Repurchase Mandate and Extension Mandate	5
Voting by poll at the AGM	6
Actions to be taken	6
Responsibility statement	7
Recommendation	7
General information	7
APPENDIX I – BRIEF PARTICULARS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED	8
APPENDIX II – EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE	15
NOTICE OF AGM	19

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 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, 20 November 2015 at 11:00 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;

DEFINITIONS

“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;
“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”	12 October 2015, 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;

DEFINITIONS

“Share(s)”	fully paid ordinary shares of HK\$0.002 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 cent.

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. Lam Wa (*Chairman*)
Mr. Si Tze Fung
Mr. Liu Gejiang
Mr. Sun Sizhi

Independent non-executive Directors:

Mr. Yeung Chun Yue, David
Mr. Wong Ka Fai, Paul
Mr. Choi Hung Fai

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

19 October 2015

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 and to give you notice of the AGM. Resolutions to be proposed at the AGM include ordinary resolutions on the proposed (i) re-election of Directors; and (ii) 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 seven Directors, of which four are executive Directors, namely, Mr. Lam Wa, Mr. Si Tze Fung, Mr. Liu Gejiang and Mr. Sun Sizhi; and three are independent non-executive Directors, namely Mr. Yeung Chun Yue, David, Mr. Wong Ka Fai, Paul and Mr. Choi Hung Fai.

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. Messrs. Lam Wa, Liu Gejiang, Sun Sizhi, Yeung Chun Yue, David, Wong Ka Fai, Paul and Choi Hung Fai who were appointed by the Board during the year, will retire at the AGM and, being eligible, offer themselves 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. Executive Director, namely, Mr. Si Tze Fung will retire by rotation and, being eligible, offer himself 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 1,200,000,000 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 240,000,000 Shares representing 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM.

LETTER FROM THE BOARD

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).

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 19 to 23 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.

LETTER FROM THE BOARD

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.

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
By order of the Board
Mega Expo Holdings Limited
Yau Yan Ming Raymond
Company Secretary

Mr. Lam Wa (林華), aged 48, has over 15 years of experience in real estate and construction industry. Mr. Lam was granted the qualification as a civil engineer (土木工程師) by the Human Resources Department of Hubei Province* (湖北省人事廳) in December 1995. Mr. Lam is the chairman of Hubei Three Gorges Huaxiang Group Limited* (湖北三峽華翔集團有限公司), which is principally engaged in real estate development. Mr. Lam is the chairman of Xuling City Jiankun Huaxiang Real Estate Development Limited* (遂寧市健坤華翔房地產開發有限公司), which is principally engaged in real estate development, sales operations and property management. Mr. Lam is the vice president of the Rongqiao Group Limited Stock Company* (融僑集團股份有限公司) and the general manager of Wuhan Rongqiao Real Estate Development Limited* (武漢融僑房地產開發有限公司), which are both principally engaged in real estate development. Mr. Lam is a member of Wuhan Chinese People's Political Consultative Conference. Mr. Lam is an honorary chairman of Fujian Commerce Association* (福建省福建商會), an executive council member of the Chinese Chamber of Commerce Association of Investment Enterprises* (中國僑商投資企業協會), honorary chairman of Fuqing Commerce Association of Wuhan City* (武漢市福清商會), honorary chairman of Yanyang City Fuqing Commerce Association* (襄陽市福清商會), and a chairman of Fuzhou Commerce Association of Wuhan City* (武漢市福州商會). Mr. Lam was appointed as an executive Director, the chairman of the Board, the chairman of the nomination committee of the Board ("**Nomination Committee**") and a member of the remuneration committee of the Board ("**Remuneration Committee**") on 31 July 2015.

Pursuant to the service agreement dated 31 July 2015 entered into between the Company and Mr. Lam, Mr. Lam will hold office for an initial term of three years commencing on 31 July 2015 which will continue thereafter. During the tenure, the appointment may be terminated by either party giving the other not less than three months' notice in writing. Under the service agreement, the annual base salary of Mr. Lam shall be HK\$1,200,000. Mr. Lam is also entitled to discretionary bonus to be determined at the discretion of the Board or, if so delegated, the Remuneration Committee.

As at the Latest Practicable Date, Mr. Lam is interested in 150,000,000 Shares that falls to be disclosed under Part XV of the SFO.

Save as disclosed above, Mr. Lam 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. Si Tze Fung (施子豐), aged 52, has been engaging in the trade exhibition industry since 1998 and has over 15 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 joined the Group in July 2009 and was appointed as an executive Director on 21 August 2012.

Mr. Si is the director of each of Expand Trade Investments Limited, Mega Expo (Hong Kong) Limited (incorporated in the Hong Kong), Mega Expo Operations Management Limited, Mega Expo (Hong Kong) Limited (incorporated in the British Virgin Islands), i-MegAsia Limited, Mega Expo (U.S.A.) Limited, Mega Expo (U.S.A.) Inc., Mega Expo (Berlin) Limited, Profit Topmark Limited, Mega Expo Travel Limited, New Heyday Investments Limited, Mega Expo (China) Limited & International Jewellery Event Limited 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.

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. Mr. Si will be entitled to discretionary bonus to be determined at the discretion of the Board or, if so delegated, the Remuneration Committee.

As at the Latest Practicable Date, Mr. Si is not interested in any Shares within the meaning of Part XV of the SFO.

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 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. Sun Sizhi (孫思志), aged 46, has years of experience in real estate projects development, organization and management of real estate companies, system and standard of real estate enterprises and legal process operation. Mr. Sun also has experience in golf real estate development and industry connection and also golf course management and operation and golf course construction. Mr. Sun is an intermediate real estate economist, a certified real estate valuer and a registered real estate agent. Mr. Sun graduated from Yunnan University and obtained a Bachelor Degree in Applied Mathematics in 1991. He received civil construction training in Guangzhou University from January 1993 to December 1994 and project management training from Beijing Huaxia Elite Training Centre (北京華夏精英培訓中心) in 2002. Mr. Sun was office director and sales manager of Shenzhen Xuansheng Industrial Development Co., Ltd. (深圳宣盛實業發展有限公司) from July 1991 to December 1999, manager of Nanfang Broadcasting (南方廣電) under Beida Jade Bird Group Co., Ltd. (北大青鳥集團有限公司) from January 2000 to July 2002, general manager of Beijing Xuanwei Group Co., Ltd. (北京宣威集團有限公司) from July 2002 to December 2004, General Manager of a golf club company and Executive Deputy General Manager of a real estate company under Kingkey Group (京基集團) (Shenzhen) from April 2005 to February 2010, and Deputy General Manager of Dongguan Mingju Real Estate Development Co., Ltd. (東莞名巨房地產開發有限公司) from February to October 2014. Mr. Sun worked as a consultant of the Tianrui International (天瑞國際) project in Anshun, Guizhou prior to joining Dongguan Mingju Real Estate Development Co., Ltd. (東莞名巨房地產開發有限公司). Mr. Sun was the executive director of Asia Resources Holdings Limited (stock code: 899), a company listed on the Main Board of the Stock Exchange, from December 2014 to January 2015. Mr. Sun was appointed as an independent-non-executive director of Global Energy Resources International Group Limited (stock code: 8192), a company listed on the Growth Enterprise Market of the Stock Exchange with effect from 8 June 2015. Mr. Sun was appointed as an executive Director and chief executive officer of the Company on 31 July 2015.

Pursuant to the service agreement dated 31 July 2015 entered into between the Company and Mr. Sun, Mr. Sun will hold office for an initial term of three years commencing on 31 July 2015 which will continue thereafter. During the tenure, the appointment may be terminated by either party giving the other not less than three months' notice in writing. Under the service agreement, the annual base salary of Mr. Sun shall be HK\$600,000. Mr. Sun is also entitled to discretionary bonus to be determined at the discretion of the Board or, if so delegated, the Remuneration Committee.

As at the Latest Practicable Date, Mr. Sun is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Sun 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. Liu Gejiang (劉軻江), aged 29, has over 4 years experience in the banking industry. Mr. Liu graduated with a bachelor's degree in business administration from the Ryerson University in June 2010. Mr. Liu joined the metallurgical industry financing department of the China Minsheng Bank in November 2010, and was appointed as an assistant to the general manager of the metallurgical industry financing department in December 2013. During Mr. Liu's service at the China Minsheng Bank, he was mainly responsible for providing various financial solutions to the customers. Mr. Liu was appointed as an executive Director on 5 June 2015.

The Company entered into a service agreement dated 5 June 2015 with Mr. Liu for an initial term of three years commencing on 5 June 2015 which will continue thereafter. During the tenure, the appointment may be terminated by either party giving the other not less than three months' notice in writing. Under the service agreement, the base salary of Mr. Liu shall be HK\$80,000 per month. Mr. Liu is also entitled to discretionary bonus to be determined at the discretion of the Board or, if so delegated, the Remuneration Committee.

As at the Latest Practicable Date, Mr. Liu is not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Liu 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. Yeung Chun Yue, David (楊振宇), aged 33, has over 10 year experience in auditing, accounting and taxation consultation. Mr. Yeung is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a Certified Tax Adviser of the Taxation Institute of Hong Kong. Mr. Yeung graduated with a bachelor's degree in business administration in accountancy from the City University of Hong Kong in November 2004 and was admitted as a partner of Cheng & Cheng Limited, Certified Public Accountants, in 2012. He is currently a Committee Member of the Panyu Committee of Chinese People's Political Consultative Conference. Mr. Yeung was appointed as an independent non-executive Director, chairman of the audit committee of the Board ("**Audit Committee**") and member of the Remuneration Committee on 2 December 2014.

Pursuant to an appointment letter dated 2 December 2014, Mr. Yeung will hold office for a term of one year. Mr. Yeung is entitled to receive a remuneration of HK\$180,000 per annum, which was determined with reference to his experience, qualifications, duties and responsibilities in the Company, as well as current market conditions. Mr. Yeung's remuneration will be subject to annual review by the Board and the Remuneration Committee.

As at the Latest Practicable Date, Mr. Yeung is not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Yeung 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. Wong Ka Fai, Paul (黃家輝), aged 35, has over 5 years experience in the manufacturing, export and trading industry. Mr. Wong graduated with a bachelor's degree in business administration majoring in marketing from the City University of Hong Kong in November 2004. Mr. Wong was appointed as an executive director of Leyou Technologies Holdings Limited (stock code: 1089), a company listed on the Main Board of the Stock Exchange, on 9 July 2015. Mr. Wong was appointed as an independent non-executive Director, chairman of the Remuneration Committee, member of the Audit Committee and member of the Nomination Committee on 5 June 2015.

Pursuant to an appointment letter dated 5 June 2015, Mr. Wong will hold office for a term of one year. Mr. Wong is entitled to receive a remuneration of HK\$20,000 per month.

As at the Latest Practicable Date, Mr. Wong is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wong 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. Choi Hung Fai (蔡雄輝), aged 30, has over 6 years of experience in securities trading, corporate finance and project investment. Mr. Choi possesses knowledge in financial analysis, corporate finance and corporate governance. Mr. Choi graduated with a bachelor's degree in business administration from the Chinese University of Hong Kong, and obtained a master of finance degree in corporate finance from the University of New South Wales in Australia. Mr. Choi was appointed as an independent non-executive Director, member of the Audit Committee and member of the Nomination Committee on 17 July 2015.

Mr. Choi is currently a manager and a licensed representative of a company ("**Firm**"), which is licensed to carry on type 6 (advising on corporate finance) regulated activity under the SFO. The Firm is principally engaged in the provision of corporate finance advisory services and an indirect wholly-owned subsidiary of a public company ("**Parentco**") listed on the Growth Enterprise Market of the Stock Exchange. During Mr. Choi's service at the Firm, Mr. Choi is principally responsible for (i) advising on corporate finance activities, merger & acquisitions and corporate restructurings for private and public companies in the People's Republic of China and Hong Kong and (ii) formulating and executing investment projects, corporate finance activities and compliance matters of Parentco.

Pursuant to an appointment letter dated 17 July 2015 entered into between the Company and Mr. Choi, Mr. Choi will hold office for a term of one year. Mr. Choi is entitled to receive a remuneration of HK\$20,000 per month.

As at the Latest Practicable Date, Mr. Choi is not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Choi 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.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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 1,200,000,000 fully paid-up ordinary Shares of HK\$0.002 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 120,000,000 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.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, (i) Quantum China Asset Management Limited is interested in 177,950,000 Shares, representing approximately 14.83% of the issued share capital of the Company; (ii) Mr. Lam Wa, an executive Director, is interested in 150,000,000 Shares, representing 12.50% of the issued share capital of the Company; and (iii) Quantum Advantage Fund is interested in 100,000,000 Shares, representing approximately 8.33% of the issued share capital 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 Quantum China Asset Management Limited, Mr. Lam Wa and Quantum Advantage Fund in the Company will be increased to about 16.48%, 13.89% and 9.26%, respectively. In the opinion of the Directors, such increase will not given 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.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

MARKET PRICE

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

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2014		
October	0.4000	0.2360
November	0.4120	0.2720
December	0.3460	0.2600
2015		
January	0.3960	0.2720
February	0.4380	0.3340
March	0.4100	0.3260
April	0.6600	0.3320
May	1.4200	0.6320
June	1.3780	1.0720
July	1.3120	0.5300
August	1.1000	0.7540
September	0.9900	0.7800
October (up to the Latest Practicable Date)	1.0000	0.9100

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 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, 20 November 2015, at 11:00 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 2015;
2. to re-elect retiring directors (namely, Mr. Lam Wa, Mr. Si Tze Fung, Mr. Liu Gejiang, Mr. Sun Sizhi, Mr. Yeung Chun Yue, David, Mr. Wong Ka Fai, Paul and Mr. Choi Hung Fai, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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% 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 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 repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% 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

NOTICE OF ANNUAL GENERAL MEETING

(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).”

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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% 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 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 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
Yau Yan Ming Raymond
Company Secretary

Hong Kong, 19 October 2015

NOTICE OF ANNUAL GENERAL MEETING

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. For determining members' entitlement to attend and vote at the AGM, the Company's register of members will be closed from Thursday, 19 November 2015 to Friday, 20 November 2015 (both dates inclusive), during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming AGM, all transfers documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong 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 Wednesday, 18 November 2015.
4. In relation to proposed resolution numbered 2, each of Mr. Lam Wa, Mr. Si Tze Fung, Mr. Liu Gejiang, Mr. Sun Sizhi, Mr. Yeung Chun Yue, David, Mr. Wong Ka Fai, Paul and Mr. Choi Hung Fai 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.
5. 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.
6. 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.
7. 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.

As at the date of this notice, the Board comprises Mr. Lam Wa, Mr. Si Tze Fung, Mr. Liu Gejiang and Mr. Sun Sizhi as executive Directors; Mr. Yeung Chun Yue, David, Mr. Wong Ka Fai, Paul and Mr. Choi Hung Fai as independent non-executive Directors.