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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

This circular appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

Capitalised terms used in this circular shall have the same meanings as defined in the section headed "Definitions" in this circular.

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.

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

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

### **PROPOSED SHARE SUBDIVISION; CHANGE IN BOARD LOT SIZE; AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of Mega Expo Holdings Limited to be held at Suites 911-912 on Level 9, One Pacific Place, 88 Queensway, Hong Kong on Monday, 21 September 2015 at 11:00 a.m. is set out on pages 10 to 11 of this circular.

Whether or not you are able to attend the extraordinary general meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar and transfer office, 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 extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

28 August 2015

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## DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	any day(s) (excluding a Saturday, a Sunday or a public holiday) on which licensed banks in Hong Kong are open for business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Chang in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 2,000 Shares to 5,000 Subdivided Shares upon the Share Subdivision becoming effective
“Company”	Mega Expo Holdings Limited, a company incorporated under the laws of Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Share Subdivision
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 August 2015, being the latest practicable date prior to printing of this circular for ascertaining certain information contained herein
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Subdivision”	the proposed subdivision of each of the existing issued and unissued Shares into five (5) Subdivided Shares
“Shareholder(s)”	the holder(s) of the Share(s) or Subdivided Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.002 each in the share capital of the Company upon the Share Subdivision becoming effective

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## EXPECTED TIMETABLE

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*The expected timetable for implementation of the Share Subdivision and the associated trading arrangements are set out below:*

*2015*

Latest time for lodging the form of proxy for the EGM . . . . .	11:00 a.m. on Saturday, 19 September
Expected date and time of the EGM . . . . .	11:00 a.m. on Monday, 21 September
Publication of announcement of the poll results of the EGM . . . . .	Monday, 21 September

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” in the Letter from the Board.**

*2015*

Effective date of the Share Subdivision . . . . .	Tuesday, 22 September
First day of free exchange of existing share certificates for new share certificates for the Subdivided Shares . . . . .	Tuesday, 22 September
Dealing in Subdivided Shares commences . . . . .	9:00 a.m. on Tuesday, 22 September
Original counter for trading in Shares in board lots of 2,000 Shares temporarily closes . . . . .	9:00 a.m. on Tuesday, 22 September
Temporary counter for trading in Subdivided Shares in board lots of 10,000 Subdivided Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Tuesday, 22 September

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## EXPECTED TIMETABLE

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2015

Original counter for trading in  
Subdivided Shares in board lots of  
5,000 Subdivided Shares  
(in the form of new share certificates) reopens . . . . . 9:00 a.m. on  
Thursday, 8 October

Parallel trading in the Shares and  
Subdivided Shares (in the form of  
existing share certificates and  
new share certificates) commences . . . . . 9:00 a.m. on  
Thursday, 8 October

Temporary counter for trading in  
Subdivided Shares in board lots of  
10,000 Subdivided Shares (in the form of  
existing share certificates) closes. . . . . 4:00 p.m. on  
Thursday, 29 October

Parallel trading in the Shares and  
Subdivided Shares (in the form of  
existing share certificates and  
new share certificates) ends. . . . . 4:00 p.m. on  
Thursday, 29 October

Last day for free exchange of  
existing share certificates  
for new share certificates  
for the Subdivided Shares . . . . . on Monday, 2 November

*Note:*

1. All times and dates in this timetable refer to Hong Kong local times and dates.
2. Dates or deadlines specified in this timetable are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

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## LETTER FROM THE BOARD

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

*Executive Directors:*

Mr. Lam Wa  
Mr. Si Tze Fung  
Mr. Liu Gejiang  
Mr. Sun Sizhi

*Registered Office:*

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

*Independent Non-executive Directors:*

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

*Head office and principal place of  
business in Hong Kong:*

Suites 911-912 on Level 9  
One Pacific Place  
88 Queensway  
Hong Kong

28 August 2015

*To the Shareholders*

Dear Sir or Madam

**PROPOSED SHARE SUBDIVISION;  
CHANGE IN BOARD LOT SIZE;  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

On 20 August 2015, the Board announced the proposal to implement the Share Subdivision on the basis that each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company be subdivided into five Subdivided Shares of HK\$0.002 each.

The purpose of this circular is to provide you with further information regarding, among other things, the Share Subdivision and change of board lot size and to give you the notice of the EGM to be convened for the purpose of considering and, if thought fit, approving the Share Subdivision.

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## LETTER FROM THE BOARD

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### PROPOSED SHARE SUBDIVISION

The Board proposes that each of the issued and unissued Shares of HK\$0.01 each in the share capital of the Company be subdivided into five (5) Subdivided Shares of HK\$0.002 each.

#### Effect of the Share Subdivision

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank pari passu with each other in all respects and the Share Subdivision will not result in any change in the rights of the Shareholders.

As at the date of the Latest Practicable Date, the authorised share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 Shares of HK\$0.01 each, of which 240,000,000 Shares have been issued and are fully paid or credited as fully paid. The Company has no outstanding options, warrants, conversion rights or other similar rights giving rights to subscribe for any Shares as at the Latest Practicable Date.

Upon the Share Subdivision becoming effective, the authorised share capital of the Company will become HK\$10,000,000 divided into 5,000,000,000 Subdivided Shares of HK\$0.002 each, of which 1,200,000,000 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are allotted, issued or repurchased prior to the Share Subdivision becoming effective.

#### Conditions of the Share Subdivision

The Share Subdivision is conditional upon the following:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Subdivision; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares.

Assuming all conditions are fulfilled, the Share Subdivision will become effective on the day following passing of the ordinary resolution at the EGM, which is expected to be Tuesday, 22 September 2015.

#### Listing application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Subdivided Shares arising from the Share Subdivision.



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## **LETTER FROM THE BOARD**

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Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in on which listing or permission to deal in is being or is proposed to be sought on other stock exchanges.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of the Latest Practicable date, the Shares are traded on the Stock Exchange in board lot size of 2,000 Shares. The Board proposes that subject to the Share Subdivision becoming effective, the board lot size will be changed from 2,000 Shares to 5,000 Subdivided Shares. The Change in Board Lot Size will not affect any of the relative rights of the Shareholders.

Based on the closing price of HK\$4.20 per Share (equivalent to HK\$0.84 per Subdivided Share) as at the Latest Practicable Date, the value of each board lot of 5,000 Subdivided Shares, assuming the Share Subdivision and the Change in Board Lot Size had already become effective, would be HK\$4,200.

### **ODD LOT ARRANGEMENT**

As it is expected that no odd lot of the Shares will be created as a result of the Share Subdivision and Change in Board Lot Size, no odd lot arrangement to match the sales and purchase of odd lots will be made.

### **REASONS FOR THE SHARE SUBDIVISION AND CHANGE IN BOARD LOT SIZE**

Upon the proposed Share Subdivision becoming effective, the par value of each Share will decrease and the total number of shares of the Company in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the Shares. Based on the closing price of HK\$4.20 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, the market value per board lot of 2,000 Shares is HK\$8,400. The estimated market value per new board lot of 5,000 Subdivided Shares will theoretically be reduced to HK\$4,200 immediately upon the Share Subdivision and the Change in Board Lot Size becoming effective. The Board believes that the Share Subdivision will reduce the volatility of the trading price of the Shares and thus improving liquidity in the Company's Subdivided Shares and may provide flexibility to the

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## LETTER FROM THE BOARD

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management of the Company when negotiating with the counterparty(ies) for favourable terms of any future possible transactions of the Company. In addition, the Board considers that with a smaller nominal value per Share, the Company will have greater flexibility in determining the number of Shares to be issued to any potential investors. The Board also considers that the proposed Change in Board Lot Size will maintain the trading value for each board lot at a reasonable level. Accordingly, the Board is of view that the Share Subdivision and the Change in Board Lot Size will enable the Company to attract more investors and broaden its shareholders' base.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision and the Change in Board Lot Size, the implementation of the Share Subdivision and the Change in Board Lot Size will not alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders. The Board considers that the Share Subdivision and the Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole.

### EXCHANGE OF SHARE CERTIFICATES

Subject to the Share Subdivision becoming effective, the Shareholders can submit their existing share certificates (in green colour) for the Shares to the Company's Hong Kong Branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for the new share certificates (in blue colour) for the Subdivided Shares free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Tuesday, 22 September to Monday, 2 November 2015 (both days inclusive). After the expiry of such period, existing share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or each new share certificate issued (whichever number of share certificates involved is higher).

In order to distinguish between the existing share certificates and the new share certificates, new share certificates for the Subdivided Shares will be in blue colour, which is different from the existing green colour share certificates for the Shares.

The existing share certificates for the Shares will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Thursday, 29 October 2015 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates for the Shares will continue to be good evidence of legal title and may be exchanged for share certificates for Subdivided Shares.

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## LETTER FROM THE BOARD

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### EGM

The Share Subdivision is subject to the approval of Shareholders at the EGM. The notice convening the EGM to be held at Suites 911-912 on Level 9, One Pacific Place, 88 Queensway, Hong Kong at 11:00 a.m. on Monday, 21 September 2015 is set out on pages 10 to 11 of this circular. Shareholders of the Company are advised to read the notice and complete and return the form of proxy for use at the EGM enclosed with this circular in accordance with the instructions printed thereon.

A form of proxy for the EGM is enclosed with this circular. Whether you are able to attend or not, please complete and return the enclosed form of proxy to the Company's Hong Kong branch share registrar and transfer office, 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 the holding of the EGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the EGM in person.

### 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 purposes 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.

### RECOMMENDATION

The Directors are of the opinion that the Share Subdivision is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolution to be proposed in the EGM.

By Order of the Board  
**Mega Expo Holdings Limited**  
**Lam Wa**  
*Chairman and Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1360)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Mega Expo Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Monday, 21 September 2015 at Suites 911-912 on Level 9, One Pacific Place, 88 Queensway, Hong Kong, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:

### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined), each of the issued and unissued shares of HK\$0.01 each in share capital of the Company be and is hereby subdivided into five (5) shares of HK\$0.002 each (the “**Subdivided Shares**”) with effect from the business day immediately following the date on which this resolution is passed without affecting any existing rights attached to the shares of the Company (the “**Share Subdivision**”) and that the directors of the Company be and are hereby authorised to do all things and acts and sign all documents as they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Share Subdivision.”

By Order of the Board  
**Mega Expo Holdings Limited**  
**Lam Wa**  
*Chairman and Executive Director*

Hong Kong, 28 August 2015

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. A form of proxy for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the meeting shall be 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 at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any Share, any one of such persons may vote at any meeting either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.

*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.*