
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Mega Expo Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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MEGA EXPO HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1360)

**PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS; AND
(2) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
AND
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 Thursday, 7 December 2017 at 11:00 a.m. is set out on pages 16 to 20 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.

25 October 2017

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 Thursday, 7 December 2017 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 of the Company;
“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 and the Shares of which are listed on the main board of the Stock Exchange (stock code: 1360);
“Connected Person(s)”	has the meaning ascribed to it under 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 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;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“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 number of Shares in issue as at the date of passing the resolution approving such mandate;
“Latest Practicable Date”	18 October 2017, 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 and for the purpose of this circular, excluding Hong Kong and Macau;
“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 number of Shares 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 issued by the Securities and Futures Commission of the Hong Kong, as amended from time to time; 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. Deng Zhonglin
(Chairman and Chief Executive Officer)
Ms. Zhang Jun
Mr. Lu Linyu

Registered office:

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

Independent non-executive Directors:

Mr. Choi Hung Fai
Mr. Yang Bo
Mr. Tsang Wing Ki

Principal place of business

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

25 October 2017

To the Shareholders

Dear Sir or Madam

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

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 six Directors, of which three are executive Directors, namely, Mr. Deng Zhonglin, Ms. Zhang Jun and Mr. Lu Linyu; and three are independent non-executive Directors, namely Mr. Choi Hung Fai, Mr. Yang Bo and Mr. Tsang Wing Ki.

In accordance with Article 109 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy of the Board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Mr. Lu Linyu and Mr. Tsang Wing Ki who were appointed by the Board after the last annual general meeting of the Company held on 9 December 2016, 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 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. Mr. Yang Bo and Mr. Deng Zhonglin will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

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

ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

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

As at the Latest Practicable Date, a total of 1,376,900,000 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 275,380,000 Shares representing 20% of the aggregate number of issued Shares 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 Repurchase 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 Rule 13.39(5) of the Listing Rules.

ACTIONS TO BE TAKEN

Notice of the AGM is set out on pages 16 to 20 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
Deng Zhonglin
Chairman

EXECUTIVE DIRECTORS

Mr. Deng Zhonglin (“**Mr. Deng**”), aged 43, was appointed as an executive Director of the Company 14 October 2016. Mr. Deng is currently the chairman of the Board and the chief executive officer of the Company. Mr. Deng has over 17 years of experience in corporate management and strategic planning. He is familiar with the exhibition industry and the operation of advertising business. He graduated from Shenzhen University in 1995. From 1999 to 2003, he served as an assistant to the general manager of Shanghai Wanzhou Shipping Co., Limited* (上海萬舟航運有限公司). From 2004 to 2009, he was the managing director of Ever Maru Shipping Co., Limited* (永安商船海運有限公司). From 2010 to present, he has been serving as the general manager of Shanghai Public Advertising Communications Co., Limited* (上海覽眾廣告傳播有限公司) which is mainly engaged in advertising, display and exhibition services as well as conference services.

Pursuant to the service agreement dated 14 October 2016 entered into between the Company and Mr. Deng, Mr. Deng holds office for an initial term of three years commencing on 14 October 2016 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. The annual base salary of Mr. Deng shall be HK\$600,000. Mr. Deng is also entitled to discretionary bonus to be determined at the discretion of the Board or, if so delegated, the remuneration committee of the Board (the “**Remuneration Committee**”).

The remuneration of Mr. Deng was determined and recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, levels of responsibilities undertaken and prevailing market conditions. The remuneration of Mr. Deng will be subject to annual review by the Remuneration Committee and the Board.

Mr. Deng (i) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have and is not deemed to have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) save as disclosed, has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years as at the Latest Practicable Date.

Mr. Lu Linyu (“**Mr. Lu**”), aged 35, was appointed as an executive Director of the Company on 9 March 2017. Mr. Lu graduated with a master’s degree in business administration from Xiamen University in the People’s Republic of China (the “**PRC**”). Mr. Lu has held several directorship and senior management positions in the PRC listed companies, such as Shanghai Dingli Technology Development (Group) Co., Ltd* (上海鼎立科技發展(集團)股份有限公司), Shanghai Broadband Technology Co., Ltd* (上海寬頻科技股份有限公司) and Guanghe Landscape Culture Communication Co., Ltd* (山西廣和山水文化傳播股份有限公司). Mr. Lu has devoted himself to the operation and management of listed companies in the PRC for many years and has gained profound experience in project and strategic planning. Mr. Lu has also held senior management positions in a number of private companies and Hong Kong listed companies. He was an executive director of Chinese Energy Holdings Limited, a company listed on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange (stock code: 8009) from 6 January 2015 to 14 August 2015 and an independent non-executive director of Global Energy Resources International Group Limited, a company listed on the GEM of the Stock Exchange (stock code: 8192) from 17 December 2015 to 14 November 2016.

Pursuant to the service agreement dated 9 March 2017 entered into between the Company and Mr. Lu, Mr. Lu holds office for an initial term of three years commencing on 9 March 2017 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. The annual base salary of Mr. Lu shall be HK\$600,000. Mr. Lu is also entitled to discretionary bonus to be determined at the discretion of the Board or, if so delegated, the Remuneration Committee.

The remuneration of Mr. Lu was determined and recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, levels of responsibilities undertaken and prevailing market conditions. The remuneration of Mr. Lu will be subject to annual review by the Remuneration Committee and the Board.

Mr. Lu (i) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have and is not deemed to have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) save as disclosed, has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years as at the Latest Practicable Date.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yang Bo (“**Mr. Yang**”), aged 38, was appointed as an independent non-executive Director of the Company on 9 November 2015. Mr. Yang has over 9 years of experience in the hotel and tourism industry. Mr. Yang graduated from Guangxi Education College* (廣西教育學院) in June 2004. Mr. Yang has experience in management in the cultural industries, and he currently serves as a deputy general manager of Yangshuo Impression Liu Sanjie* (陽朔印象劉三姐實景演出) at Gui Lin Guangwei Wenhua Tourism and Culture Industry Co., Ltd.* (桂林廣維文華旅遊文化產業有限公司), which is principally engaged in art performance and musicals.

Pursuant to an appointment letter dated 9 November 2015, Mr. Yang holds office for a term of one year. Mr. Yang is entitled to receive a remuneration of HK\$20,000 per month. The remuneration of Mr. Yang was determined and recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, levels of responsibilities undertaken and prevailing market conditions. Mr. Yang’s remuneration will be subject to annual review by the Remuneration Committee and the Board.

Mr. Yang (i) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have and is not deemed to have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) save as disclosed, has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years; and (iv) does not hold any other positions in the Company and its subsidiaries as at the Latest Practicable Date.

Mr. Yang has met the independent guidelines set out in Rule 3.13 of Listing Rules.

Mr. Tsang Wing Ki (“**Mr. Tsang**”), aged 55, was appointed as an independent non-executive Director of the Company on 9 March 2017. Mr. Tsang has over 22 years of experience in finance, accounting and auditing. Mr. Tsang obtained a professional diploma in accountancy from Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in November 1987 and a master of professional accounting from the Hong Kong Polytechnic University in November 2000. Mr. Tsang is a fellow member of the Hong Kong Institute of Certified Public Accountants (FCPA) and a fellow member of the Chartered Association of Certified Accountants (FCCA).

Mr. Tsang is a chief financial officer of Xin Dau Ji Catering Holdings (HK) Limited from May 2013. He is an independent non-executive director of VBG International Holdings Limited, a company listed on the GEM Board of the Stock Exchange (stock code: 8365) from May 2017. He was an independent non-executive director of ICube Technology Holdings Limited (currently known as China Soft Power Technology Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 139) from November 2014 to June 2016. He was an independent non-executive director of Unity Investments Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 913) from September 2004 to October 2014, and a financial controller from May 2005 to May 2013 and an executive director from August 2008 to December 2011 of Noble Jewelry Limited, a subsidiary of Noble Jewelry Holdings Limited (currently known as Zhong Fa Zhan Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 475).

Pursuant to an appointment letter dated 9 March 2017, Mr. Tsang holds office for a term of one year. Mr. Tsang is entitled to receive a remuneration of HK\$20,000 per month. The remuneration of Mr. Tsang was determined and recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, levels of responsibilities undertaken and prevailing market conditions. Mr. Tsang's remuneration will be subject to annual review by the Remuneration Committee and the Board.

Mr. Tsang (i) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have and is not deemed to have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) save as disclosed, has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years; and (iv) does not hold any other positions in the Company and its subsidiaries as at the Latest Practicable Date.

Mr. Tsang has met the independent guidelines set out in Rule 3.13 of Listing Rules.

GENERAL

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of each of Mr. Deng, Mr. Lu, Mr. Yang and Mr. Tsang and there is no information which is discloseable nor is/was Mr. Deng, Mr. Lu, Mr. Yang and Mr. Tsang involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

* *For identification purpose only*

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 numbered 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 1,376,900,000 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 137,690,000 Shares.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated accounts contained in the annual report of the Company for the year ended 30 June 2017) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. Such proposed repurchase period means the period from the passing of the ordinary resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date on which the authority sets out in the ordinary resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting; and (iii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the laws of the Cayman Islands or the Articles of Association of the Company.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirement of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

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.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

DIRECTORS, ASSOCIATES AND CONNECTED PERSONS

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

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

TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, Chen Chao is interested in 164,235,000 Shares, representing approximately 11.93% 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 Chen Chao will be increased to about 13.25%. 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
October	0.8600	0.7200
November	0.8500	0.7300
December	0.9000	0.7600
2017		
January	0.9200	0.7800
February	1.1200	0.8800
March	1.2600	1.0200
April	1.4600	1.1100
May	1.7000	1.3500
June	1.7000	1.4000
July	1.9200	1.4300
August	2.0300	1.7400
September	2.1400	1.6400
October (up to the Latest Practicable Date)	2.2000	1.9100

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 Thursday, 7 December 2017 at 11:00 a.m. for the following purposes:

1. to receive and approve the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 30 June 2017;
2. (a) to re-elect each of following retiring directors of the Company by way of a separate resolution:
 - (i) Mr. Deng Zhonglin
 - (ii) Mr. Lu Linyu
 - (iii) Mr. Yang Bo
 - (iv) Mr. Tsang Wing Ki
- (b) to authorise the board of directors (the “**Board**”) of the Company to fix (which authority may be further delegated to its duly authorised committee) the remuneration of the directors of the Company (the “**Directors**”);
3. to re-appoint HLM CPA Limited as the auditors and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. “**THAT:**
- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) as amended from time to time, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
 - (c) the aggregate number of shares 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 number of shares 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 number of shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of shares of the Company in issue on the date of the passing of this resolution),

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

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**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;

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- (b) the aggregate number of shares of the Company repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of shares 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 number of shares 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 number of shares 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
Deng Zhonglin
Chairman

Hong Kong, 25 October 2017

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Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
3. In relation to proposed resolution numbered 2, each of Mr. Deng Zhonglin, Mr. Lu Linyu, Mr. Yang Bo and Mr. Tsang Wing Ki will retire from their office of Directors at the above meeting pursuant to the Articles of Association of the Company and, being eligible, offer themselves for re-election.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. 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. Deng Zhonglin, Ms. Zhang Jun and Mr. Lu Linyu as executive Directors; Mr. Choi Hung Fai, Mr. Yang Bo and Mr. Tsang Wing Ki as independent non-executive Directors.