
THIS SUPPLEMENTARY CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplementary 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 supplementary circular together with the accompanying revised 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)

**SUPPLEMENTARY CIRCULAR TO
ANNUAL GENERAL MEETING IN RELATION TO
RE-ELECTION OF (i) DU CHANGQING AS EXECUTIVE DIRECTOR AND
(ii) YANG BO AS INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

This supplementary circular (the “**Supplementary Circular**”) should be read in conjunction with the circular dated 19 October 2015 (the “**First Circular**”) to shareholders of Mega Expo Holdings Limited (the “**Shareholders**”).

The supplementary notice (the “**Supplementary Notice**”) of annual general meeting of the Company (the “**AGM**”) is set out on pages 6 to 8 in this Supplementary Circular, which the AGM originally scheduled to be held on Friday, 20 November 2015 at 11:00 a.m. as set out in the notice of AGM will be changed to be held on Friday, 18 December 2015 at 11:00 a.m..

A revised proxy form for use at the AGM of the Company (the “**Revised Proxy Form**”) is enclosed herein and is available on the website of the The Stock Exchange of Hong Kong Limited (www.hkexnews.com). The accompanying Revised Proxy Form in this Supplementary Circular will replace the proxy form in the First Circular. If you wish to appoint a proxy to attend the AGM on your behalf, you are required to complete and return the accompanying Revised Proxy Form in accordance with the instructions printed thereon no later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish.

18 November 2015

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LETTER FROM THE BOARD



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

Executive Directors:

Mr. Lam Wa (*Chairman*)
Mr. Liu Gejiang
Mr. Sun Sizhi
Mr. Du Changqing

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. Choi Hung Fai
Mr. Yang Bo

Principal place of business

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

18 November 2015

To the Shareholders

Dear Sir or Madam

**SUPPLEMENTARY CIRCULAR TO
ANNUAL GENERAL MEETING IN RELATION TO
RE-ELECTION OF (i) DU CHANGQING AS EXECUTIVE DIRECTOR AND
(ii) YANG BO AS INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This Supplementary Circular shall be read in conjunction with the First Circular. Unless the context otherwise requires, the capitalised terms used in this Supplementary Circular shall have the same meanings as those defined in the First Circular.

The form and procedures of the proposal of additional resolutions are in compliance with the applicable laws and regulations and the Articles of Association of the Company.

LETTER FROM THE BOARD

The purpose of this Supplementary Circular is to provide you with the Supplementary Notice of AGM (which is set out on pages 6 to 8 herein) and all information on additional resolutions which are reasonably necessary to enable you to make an informed decision on the additional resolutions.

ADDITIONAL RESOLUTIONS – RE-ELECTION OF RETIRING DIRECTORS

Additional resolutions will be proposed at the AGM to consider and approve the re-election of Mr. Du Changqing (“**Mr. Du**”) as an executive Director of the Company (“**ED**”) and the re-election of Mr. Yang Bo (“**Mr. Yang**”) as an independent non-executive Director of the Company (“**INED**”), each as a separate resolution.

Reference is made to the Company's announcement dated 9 November 2015 in relation to, among others, the appointment of Mr. Du and Mr. Yang as Directors. Each of Mr. Du and Mr. Yang has been appointed by the Board as an ED and INED, respectively, on 9 November 2015. In accordance with Article 109 of the Articles of Association of the Company, any Director appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, each of Mr. Du and Mr. Yang, being Directors appointed by the Board after the last annual general meeting, shall retire at the AGM and being eligible, offer himself for re-election.

The biographical details of Mr. Du and Mr. Yang are set out in Appendix I to this Supplementary Circular.

THE AGM

The Supplementary Notice convening the AGM is set out on pages 6 to 8 of this Supplementary Circular. The additional resolutions for the re-election of Directors will be proposed at the AGM for your consideration and approval.

Please refer to the First Circular and the notice of AGM of the Company dated 19 October 2015 for the details of other resolutions to be proposed in the AGM and other relevant matters.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This Supplementary 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 Supplementary 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 Supplementary Circular misleading.

RECOMMENDATION

The Directors consider that the additional resolutions set out above are in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the additional resolutions to be proposed at the AGM.

Yours faithfully
By Order of the Board
Mega Expo Holdings Limited
Yau Yan Ming Raymond
Company Secretary

Mr. Du Changqing (杜常青), aged 44, has over 15 years of experience in the manufacturing and trading industry. Mr. Du graduated from 河南省高等商業專科學院 (Henan Business College*) in June 1992. Mr. Du has served as a general manager at an electronic appliances company since 1992 and he serves as an executive director of D & K Group (HK) Limited, which is principally engaged in trading business. Mr. Du is the chairman of 前海山水印象旅游文化產業(深圳)有限公司 (Qianhai landscape impression tourism and cultural industries (Shenzhen) Co., Ltd.*), a company operating in the cultural and tourism industry.

Pursuant to the service agreement dated 9 November 2015 entered into between the Company and Mr. Du (the “**Service Agreement**”), Mr. Du will hold office for an initial term of three years commencing on 9 November 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. Du shall be HK\$600,000. Mr. Du 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. Du is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Du 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. Yang Bo (楊波), aged 36, has over 8 years of experience in the hotel and tourism industry. Mr. Yang graduated from 廣西教育學院 (Guangxi Education College*) in June 2004. Mr. Yang has experience in management in the cultural industries, and he currently serves as a general manager of 《陽朔印象劉三姐實景演出》 (Yangshuo Impression Liu Sanjie*) at 桂林廣維文華旅游文化產業有限公司 (Gui Lin Guangwei Wenhua Tourism and Culture Industry Co., Ltd.*), which is principally engaged in art performance and musicals.

Pursuant to an appointment letter dated 9 November 2015 entered into between the Company and Mr. Yang, Mr. Yang will hold office for a term of one year. Mr. Yang is entitled to receive a remuneration of HK\$20,000 per month.

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

Save as disclosed above, Mr. Yang 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.

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING



(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1360)

Reference is made to the announcement dated 9 November 2015 (the “**Announcement**”) of Mega Expo Holdings Limited (the “**Company**”) in relation to, among others, the appointment of an executive Director of the Company (“**ED**”) and independent non-executive Director of the Company (“**INED**”), chairman of the remuneration committee (the “**Remuneration Committee**”), members of the audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”) of the board (the “**Board**”) of directors of the Company, and the resignation of an ED and INED, chairman of the Remuneration Committee, members of the Audit Committee and Nomination Committee, and the change of date of the annual general meeting (the “**AGM**”) of the Company. Terms used in this announcement shall have the same meanings as those defined in the Announcement.

Reference is further made to the notice of AGM of the Company dated 19 October 2015, which set out the resolutions to be considered and, if thought fit, approved by Shareholders in the AGM to be held originally 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. Unless the context otherwise requires, capitalised terms used in this supplementary notice (the “**Supplementary Notice**”) shall have the same meanings as those defined in the circular of the Company dated 19 October 2015 (the “**First Circular**”) and the Supplementary Circular dated 18 November 2015.

Pursuant to Article 109 of the Articles of Association of the Company, each of Mr. Du and Mr. Yang shall hold office only until the AGM and shall then be eligible for re-election at that meeting. Being eligible, each of Mr. Du and Mr. Yang will offer himself for re-election as an ED and INED, respectively, at the AGM.

The Board announces that the AGM originally scheduled to be held on Friday, 20 November 2015 at 11:00 a.m. as set out in the notice of AGM will be changed to be held on Friday, 18 December 2015 at 11:00 a.m..

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the AGM 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, 18 December 2015 at 11:00 a.m.. In addition to the resolutions set out in the notice of AGM of the Company dated 19 October 2015, the following resolution will also be considered and approved:

ORDINARY RESOLUTION

2(b). To re-elect retiring directors (namely, Mr. Du Changqing and Mr. Yang Bo, collectively the “**Directors**”) (each as a separate resolution) and to authorise the 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.

The ordinary resolution numbered “2” as contained in the notice of AGM of the Company dated 19 October 2015 shall be renumbered as 2(a).

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

Hong Kong, 18 November 2015

Notes:

1. Save as the additional proposed resolutions, there is no any other change to the resolutions set out in the notice of AGM of the Company dated 19 October 2015. For details of other resolutions and other related matters to be considered and approved at the AGM, please refer to the notice of AGM of the Company dated 19 October 2015 and the First Circular.
2. As the proxy form enclosed in the First Circular (the “**First Proxy Form**”) does not contain the additional proposed resolution set out in this Supplementary Circular, a revised proxy form (the “**Revised Proxy Form**”) has been prepared and is enclosed herein.
3. The Revised Proxy Form for use at the AGM is enclosed herein and is available on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.com). Whether you attend the AGM or not, you are required to complete and return the accompanying Revised Proxy Form in accordance with the instructions printed thereon no later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish.

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

4. A Shareholder who has not yet lodged the First Proxy Form in accordance with the instructions printed thereon is required to lodge the Revised Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the First Proxy Form should not be lodged.
5. A Shareholder who has already lodged the First Proxy Form in accordance with the instructions printed thereon should note that:
 - (i) If no Revised Proxy Form is lodged in accordance with the instructions printed thereon, the First Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the First Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions set out in this Supplementary Notice.
 - (ii) If the Revised Proxy Form is lodged in accordance with the instructions printed thereon before 48 hours prior to the time appointed for holding the AGM or any adjournment thereof (the “**Closing Time**”), the Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed.
 - (iii) If the Revised Proxy Form is lodged after the Closing Time, the Revised Proxy Form will be deemed invalid. It will not revoke the First Proxy Form previously lodged by the Shareholder. The First Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the First Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions set out in this Supplementary Notice.
6. Shareholders are reminded that completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude them from attending and voting in person at the AGM or any adjournment thereof.
7. The additional proposed resolutions set out in this Supplementary Notice shall be decided by poll.
8. Reference is made to the Announcement in relation to, among others, the resignation of Mr. Si Tze Fung (“**Mr. Si**”) as ED and Mr. Wong Ka Fai, Paul (“**Mr. Wong**”) as INED, both with effect from 9 November 2015, which Mr. Si and Mr. Wong would have ceased to be a Director of the Company at the forthcoming AGM. Accordingly, resolutions in paragraph 2 in relation to the re-election of Mr. Si and Mr. Wong as set out in the Company’s notice of AGM dated 19 October 2015 will not be put forward at the forthcoming AGM.

As at the date of this notice, the Board comprises Mr. Lam Wa, Mr. Liu Gejiang, Mr. Sun Sizhi and Mr. Du Changqing as executive Directors; Mr. Yeung Chun Yue, David, Mr. Choi Hung Fai and Mr. Yang Bo as independent non-executive Directors.