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

If you have sold or transferred all your securities in **Manfield Chemical Holdings Limited**, you should at once hand this circular with the accompanying form of proxy and the 2015 Annual Report 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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Manfield Chemical Holdings Limited

萬輝化工控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1561)

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

A notice convening an annual general meeting of Manfield Chemical Holdings Limited (the “**Company**”) to be held at Luxembourg Room I–II, 3/F., Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 23 June 2016 at 11:00 a.m. is set out in Appendix III on pages 14 to 17 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon and return the same to the office of the branch share registrars of the Company 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 of the annual 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 annual general meeting or any adjournment thereof if you so wish.

30 April 2016

LETTER FROM THE BOARD



Manfield Chemical Holdings Limited
萬輝化工控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1561)

Executive Directors:

Mr. Yuen Shu Wah
Mr. Ko Jack Lum
Mr. Ng Kai On

Non-Executive Directors:

Dato' Wong Peng Chong
Mr. Kong Muk Yin

Independent Non-Executive Directors:

Dr. Chui Hong Sheung, JP
Mr. Cheung Chi Wai Vidy
Mr. Yue Kwai Wa Ken

Registered Office:

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Block L
9th Floor, On Wah Industrial Building
41–43 Au Pui Wan Street
Fo Tan, Shatin
Hong Kong

30 April 2016

To the shareholders of the Company

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide shareholders of the Company (the “**Shareholder(s)**”) with information regarding the resolutions to be proposed at an annual general meeting of the Company to be held on 23 June 2016 (the “**Annual General Meeting**”).

LETTER FROM THE BOARD

2. GENERAL MANDATES TO REPURCHASE AND ISSUE BY THE COMPANY OF ITS SECURITIES

At the Annual General Meeting, an ordinary resolution will be proposed to give a fresh general mandate to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to repurchase, for a term and in the terms as stated in the said ordinary resolution, shares of HK\$0.01 each of the Company (the “**Shares**”) in and up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such ordinary resolution (the “**Repurchase Mandate**”).

An explanatory statement, as required under the relevant rules set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) regarding the repurchase by companies with primary listings on the Stock Exchange of their own securities to provide the requisite information on the Repurchase Mandate, is set out in Appendix I hereto.

In addition to the ordinary resolution regarding the Repurchase Mandate, two other ordinary resolutions will also be proposed at the Annual General Meeting, one of which purports to grant to the Directors a general mandate to allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution (the “**Issue Mandate**”); and another which purports to extend the limit under such Issue Mandate if granted to the Directors the number of Shares representing the aggregate nominal amount of the Shares in the issued capital of the Company repurchased by the Company under the Repurchase Mandate (the “**Extension Mandate**”).

Assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date to the date of passing the relevant resolution, the maximum number of Shares that may be issued pursuant to the Issue Mandate is 120,000,000.

3. RE-ELECTION OF DIRECTORS

According to Article 83(3) of the articles of association of the Company (the “**Articles of Association**”), any Director appointed by the board of Director (the “**Board**”) as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. As all Directors were appointed by the Board, all of them shall retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

Details of the Directors being subject to retirement by rotation and re-election, as required to be disclosed under Chapter 13 of the Listing Rules, are set out in Appendix II hereto.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

The contents of the ordinary resolutions to be proposed at the Annual General Meeting are set out in Appendix III hereto.

A form of proxy for use at the Annual General Meeting is enclosed hereto. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon and return the same to the office of the branch share registrars of the Company 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 of the Annual 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 Annual General Meeting or any adjournment thereof if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. Any announcement on the results of the vote by poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. RECOMMENDATION

The Directors believe that the proposed ordinary resolutions for the Repurchase Mandate, Issue Mandate, Extension Mandate and re-election of Directors are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of all the aforesaid proposed resolutions at the Annual General Meeting.

This notice of Annual General Meeting dated 30 April 2016 is set out in Appendix III of this circular.

Should there be any inconsistencies between the English text and the Chinese text of this circular, the English text of this circular will prevail over the Chinese text.

By Order of the Board
Manfield Chemical Holdings Limited
Yuen Shu Wah
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at 25 April 2016 (the latest practicable date prior to the printing of this circular, the “**Latest Practicable Date**”), there were in issue an aggregate of 600,000,000 Shares.

Subject to the passing and pursuant to the terms of the ordinary resolution regarding the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting to be held on 23 June 2016, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 60,000,000 Shares.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE AND MATERIAL ADVERSE IMPACT

In repurchasing Securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association of the Company (the “**Memorandum and Articles**”), the Listing Rules and the applicable laws of Cayman Islands. The amount of premium payable on repurchase may only be paid out of either the profits that would otherwise be available for dividend or out of the share premium or contributed surplus accounts of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in its annual report for the year ended 31 December 2015 in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. 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 requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during from the Shares have been listed on the Main Board of the Stock Exchange since 1 December 2015 (the “**Listing**”) to the Latest Practicable Date, were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
December (Starting on 1 December 2015)	1.25	0.86
2016		
January	1.27	0.75
February	0.90	0.78
March	1.04	0.83
April (up to the Latest Practicable Date)	1.03	0.96

5. UNDERTAKING AND EFFECT OF REPURCHASE

The Directors have undertaken on the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates as defined in the Listing Rules, have any present intention to sell any securities of the Company to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that it has a present intention to sell securities of the Company to the Company or its subsidiaries or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

If a Shareholder’s proportionate interest in the voting rights of the Company increases upon exercise of the powers to repurchase securities of the Company pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer for all Shares in issue at the time in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Guang Ming Holdings Limited beneficially hold 450,000,000 Shares, representing approximately 75% of the issued share capital of the Company.

Name	Number of Shares held	Approximate % of interest	
		As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Guang Ming Holdings Limited (“ Guang Ming ”)	450,000,000 (Notes 1 and 2)	75%	83.33%

Notes:

- (1) Guang Ming, approximately 51% owned by Mezzo International Limited (“**Mezzo**”), has corporate interest in long position of 450,000,000 ordinary shares of the Company. Mr. Lee Seng Hui (“**Mr. Lee**”) maintains 100% beneficial interests in Mezzo. Accordingly, Mr. Lee is deemed to have corporate interest in long position of 450,000,000 ordinary shares of the Company.
- (2) Ms. Chew Wai Ling (“**Ms. Chew**”) is the spouse of Mr. Lee. Accordingly, Ms. Chew is deemed to have corporate interest in long position of 450,000,000 ordinary shares of the Company.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate then (if the present Shareholders’ interests in Shares remained the same) the attributable shareholding of Guang Ming in the Company would be increased to approximately 83.33% of the issued share capital of the Company but such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate. In any event, the Directors have no present intention to exercise the Repurchase Mandate if the number of Shares held by the public would fall below 25%.

6. SECURITIES REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the period from the Listing to the Latest Practicable Date.

The followings are the details of the retiring Directors of the Company proposed to be re-elected at the Annual General Meeting:

(i) Mr. Yuen Shu Wah (“Mr. Yuen”)

Mr. Yuen Shu Wah, aged 66, one of the co-founders of our Group, was appointed as an executive director of the Company since 14 April 2014 and has been re-designated as executive director and chairman of the Company since 12 June 2014. Mr. Yuen is responsible for the overall strategic planning and corporate policies formulation of our Group. He is also responsible for sales and market strategies.

Mr. Yuen was graduated from The University of Hong Kong with a first class honours bachelor degree in science general and obtained a master degree in chemical engineering from The University of Wales, United Kingdom. Mr. Yuen has been engaged in the industrial coating industry since February 1976.

Mr. Yuen is the chairman of the Gratia Foundation Limited. He is also the approved first supervisor of the Gratia College in Hong Kong in July 2013. Mr. Yuen has been a member of the Board of Governors of Gratia Christian College since July 2015. Mr. Yuen has served as a trustee of the Incorporated Trustees of Peace Evangelical Centre since 1995. He was awarded Honorary Citizen of Guangzhou (廣州市榮譽市民) in November 2012.

Mr. Yuen was an executive director of Landing International Development Limited (formerly known as Greenfield Chemical Holdings Limited) from October 2001 to October 2007.

Mr. Yuen has entered into a service contract with the Company for a term of three year and will continue thereafter for such period unless previously terminated by either the Company or Mr. Yuen by giving at least three months’ notice in writing. He will be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Mr. Yuen is entitled to a Director’s fee of HK\$2,382,840 per annum and performance base discretionary bonus. His remuneration is determined with reference to market rates and his duties and responsibilities in the Company.

For interests and short positions of Mr. Yuen in the shares, underlying shares or debentures of the Company and its associated corporations as at the Latest Practicable Date, please refer to page 13 as set out in Appendix II of this circular.

Save as disclosed above, Mr. Yuen did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

(ii) Mr. Ko Jack Lum (“Mr. Ko”)

Mr. Ko Jack Lum, aged 79, the co-founder, was appointed as executive director and chief executive officer of the Company on 12 June 2014. He is responsible for project management, including monitoring the operation of company projects, tendering submissions and reviewing project costs and budget. He is also responsible for the production and technical aspects of our products. Mr. Ko was graduated from The National Cheng Kung University (國立成功大學, formerly known as the Cheng Kung University of Taiwan Province (臺灣省立成功大學)) with a bachelor degree in chemical engineering. Mr. Ko possesses over 50 years of experience in the coating industry.

Mr. Ko was an executive director of Landing International Development Limited (formerly known as Greenfield Chemical Holdings Limited) from October 2001 to October 2007.

Mr. Ko has entered into a service contract with the Company for a term of three year and will continue thereafter for such period unless previously terminated by either the Company or Mr. Ko by giving at least three months’ notice in writing. He will be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Mr. Ko is entitled to a Director’s fee of HK\$2,382,840 per annum and performance base discretionary bonus. His remuneration is determined with reference to market rates and his duties and responsibilities in the Company.

For interests and short positions of Mr. Ko in the shares, underlying shares or debentures of the Company and its associated corporations as at the Latest Practicable Date, please refer to page 13 as set out in Appendix II of this circular.

Save as disclosed above, Mr. Ko did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

(iii) Mr. Ng Kai On (“Mr. Ng”)

Mr. Ng Kai On, aged 55, was appointed as an executive director of the Company on 12 June 2014. He is responsible for accounting and financial control of our Group. He was graduated from The Open University of Hong Kong with a bachelor degree in business administration and a master degree of business administration. Mr. Ng possesses over 20 years of experience in financial and managerial matters.

Mr. Ng was an executive director of Landing International Development Limited (formerly known as Greenfield Chemical Holdings Limited) from October 2001 to November 2007.

Mr. Ng has entered into a service contract with the Company for a term of three year and will continue thereafter for such period unless previously terminated by either the Company or Mr. Ng by giving at least three months’ notice in writing. He will be subject

to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Mr. Ng is entitled to a Director's fee of HK\$1,442,640 per annum and performance discretionary bonus. His remuneration is determined with reference to market rates and his duties and responsibilities in the Company.

As at the Latest Practicable Date, Mr. Ng has no interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO").

Save as disclosed above, Mr. Ng did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

(iv) Dato' Wong Peng Chong ("Dato' Wong")

Dato' Wong Peng Chong, aged 72, was appointed as a non-executive director of the Company on 12 June 2014. Dato' Wong is an executive director of China Medical & HealthCare Group Limited (formerly known as COL Capital Limited). He is also a director of Mabuhay Holdings Corporation and IRC Properties, Inc., companies listed in The Philippine Stock Exchange, Inc., and Asia Development Capital Co., Ltd., a company listed in The Tokyo Stock Exchange, Inc..

Upon his graduation from the University of Malaya in 1967, Dato' Wong joined the Malaysian Foreign Service and served with several Malaysian diplomatic missions overseas in various capacities. He joined the private sector in 1985 and has served in various senior management positions, including executive directorships in public listed companies, in Hong Kong and Malaysia. He was the vice-president of Alibaba Pictures Group Limited from 4 July 2007 to 9 December 2009. He was also an executive director of Landing International Development Limited (formerly known as Greenfield Chemical Holdings Limited) from 13 October 2009 to 21 January 2010.

Pursuant to the letter of appointment entered into between Dato' Wong and the Company, the term of his service, if re-elected at the Annual General Meeting, shall continue for a period of three years and will continue thereafter for such period unless previously terminated by either the Company or Dato' Wong by giving at least one month's notice in writing. His appointment is also subject to the relevant provisions of retirement and re-election at the Annual General Meeting in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Dato' Wong is entitled to a Director's fee of HK\$120,000 per annum. His remuneration is determined with reference to market rates and his duties and responsibilities in the Company.

As at the Latest Practicable Date, Dato' Wong has no interest in the Shares within the meaning of Part XV of the SFO.

(v) Mr. Kong Muk Yin (“Mr. Kong”)

Mr. Kong Muk Yin, aged 50, was appointed as non-executive director and company secretary of the Company on 12 June 2014. He is an executive director of China Medical & HealthCare Group Limited (formerly known as COL Capital Limited). From 4 November 2009 to 1 March 2016, he was an executive director of APAC Resources Limited. From 4 July 2007 to 24 June 2014, he was also an executive director and non-executive director of Alibaba Pictures Group Limited. He was an executive director of Landing International Development Limited (formerly known as Greenfield Chemical Holdings Limited) from 13 October 2009 to 21 January 2010. During September 2010 to September 2015, he was also a director of Mabuhay Holdings Corporation and IRC Properties, Inc., companies listed in The Philippine Stock Exchange, Inc..

Mr. Kong was graduated from City University of Hong Kong with a bachelor’s degree in business studies. He is a fellow member of The Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a Chartered Financial Analyst and he has extensive experience in corporate finance, financial management, accounting and auditing.

Pursuant to the letter of appointment entered into between Mr. Kong and the Company, the term of his service, if re-elected at the Annual General Meeting, shall continue for a period of three years and will continue thereafter for such period unless previously terminated by either the Company or Mr. Kong by giving at least one month’s notice in writing. His appointment is also subject to the relevant provisions of retirement and re-election at the Annual General Meeting in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Mr. Kong is entitled to a Director’s fee of HK\$120,000 per annum. His remuneration is determined with reference to market rates and his duties and responsibilities in the Company.

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

(vi) Dr. Chui Hong Sheung, JP (“Dr. Chui”)

Dr. Chui Hong Sheung, JP, aged 66, was appointed as an independent non-executive director of the Company on 6 November 2015. Dr. Chui is the president of Gratia Christian College, a degree awarding institute registered under the Post Secondary Colleges Ordinance (Chapter 320 of the Laws of Hong Kong) since July 2015. He was graduated from The University of Hong Kong with a bachelor degree in science general. Dr. Chui obtained a master degree in arts (education) from The Chinese University of Hong Kong and a doctor of philosophy degree from The University of New South Wales.

For the past 20 years, Dr. Chui has taken up various roles in different organisations such as Standing Committee of Disciplined Services Salaries and Conditions of Service and the HKSAR Buildings Appeal Tribunal Panel. Dr. Chui received the Badge of Honour conferred by the government of Hong Kong in January 1991. Dr. Chui is a Justice of Peace since July 2007.

Dr. Chui was the principal of Shun Tak Fraternal Association Lee Shau Kee College. From December 1996 to June 2013, he was also the president of Hang Seng School of Commerce and Hang Seng Management College and the president emeritus of Hang Seng Management College. Dr. Chui was an independent non-executive director of Landing International Development Limited (formerly known as Greenfield Chemical Holdings Limited) from August 2004 to September 2010.

Pursuant to the letter of appointment entered into between Dr. Chui and the Company, the term of his service, if re-elected at the Annual General Meeting, shall continue for a period of one year and will continue thereafter for such period unless previously terminated by either the Company or Dr. Chui by giving at least one month's notice in writing. His appointment is also subject to the relevant provisions of retirement and re-election at the Annual General Meeting in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Dr. Chui is entitled to receive a Director's fee of HK\$120,000 per annum. His remuneration is determined with reference to market rates and his duties and responsibilities in the Company.

As at the Latest Practicable Date, Dr. Chui has no interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Chui did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

(vii) Mr. Cheung Chi Wai Vidy (“Mr. Cheung”)

Mr. Cheung Chi Wai Vidy, aged 56, was appointed as an independent non-executive director of the Company on 6 November 2015. Mr. Cheung was graduated from University of West London (formerly known as Ealing College of Higher Education) with a bachelor degree of laws. Mr. Cheung was admitted as a Barrister-at-law of England in November 1984 and as a Barrister-at-law of Hong Kong in May 1986. Mr. Cheung worked in the then Legal Department and the Department of Justice of the Government of Hong Kong as a crown counsel, senior crown counsel and senior government counsel respectively for the period from November 1985 to September 2009.

Mr. Cheung was an independent non-executive director of Eagle Legend Asia Limited (formerly known as Manta Holdings Company Limited) from June 2010 to April 2012.

Pursuant to the letter of appointment entered into between Mr. Cheung and the Company, the term of his service, if re-elected at the Annual General Meeting, shall continue for a period of one year and will continue thereafter for such period unless previously terminated by either the Company or Mr. Cheung by giving at least one month's notice in writing. His appointment is also subject to the relevant provisions of retirement and re-election at the Annual General Meeting in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his

office. Mr. Cheung is entitled to receive a Director's fee of HK\$120,000 per annum. His remuneration is determined with reference to market rates and his duties and responsibilities in the Company.

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

Save as disclosed above, Mr. Cheung did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

(viii) Mr. Yue Kwai Wa Ken (“Mr. Yue”)

Mr. Yue Kwai Wa Ken, aged 50, was appointed as an independent non-executive director of the Company on 6 November 2015. Mr. Yue is an executive director and company secretary of Roma Group Limited. He is also an independent non-executive director of China Starch Holdings Limited and Major Holdings Limited.

Mr. Yue was graduated from the British Columbia Institute of Technology in Canada with a diploma of technology in financial management accounting option and also obtained a bachelor degree of science from Upper Iowa University of the United States. He was a member of the American Institute of Certificate Public Accountants and a fellow member of the Colorado State Society of Certified Public Accountants. He was also an ordinary member of the Hong Kong Securities Institute. Mr. Yue has over 20 years of experience in accounting, auditing, corporate finance, business development, financial management, corporate advisory and valuation.

From August 2004 to January 2006, Mr. Yue was an independent non-executive director of Loulan Holdings Limited. He was also an executive director of Legend Strategy International Holdings Group Company Limited from July 2014 to November 2014.

Pursuant to the letter of appointment entered into between Mr. Yue and the Company, the term of his service, if re-elected at the Annual General Meeting, shall continue for a period of one year and will continue thereafter for such period unless previously terminated by either the Company or Mr. Yue by giving at least one month's notice in writing. His appointment is also subject to the relevant provisions of retirement and re-election at the Annual General Meeting in accordance with the Articles of Association of the Company or any other applicable laws whereby from time to time he shall vacate his office. Mr. Yue is entitled to receive a Director's fee of HK\$120,000 per annum. His remuneration is determined with reference to market rates and his duties and responsibilities in the Company.

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

Retiring Directors' interests in the Company under the SFO

As at Latest Practicable Date, the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting pursuant to the Articles of Association had the following interests and short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

Name of associated corporation	Name of Director	Capacity	Number of shares held	Percentage of issued share capital of the Company
Guang Ming Holdings Limited ("Guang Ming")	Mr. Yuen Shu Wah ("Mr. Yuen")	Beneficial Owner	2,865 shares (L) (Note 1)	28.65%
	Mr. Ko Jack Lum ("Mr. Ko")	Beneficial Owner	1,550 shares (L) (Note 2)	15.5%

L — represent the entity/individual's long position in the shares of the Company

Notes:

- (1) Guang Ming, the ultimate holding company of the Company, Mr. Yuen has associated corporation interest in long position of 2,865 ordinary shares of Guang Ming. Therefore, Mr. Yuen is deemed to have corporate interest of approximately 28.65% of the Company.
- (2) Mr. Ko has associated corporation interest in long position of 1,550 ordinary shares of Guang Ming. Therefore, Mr. Ko is deemed to have corporate interest of approximately 15.5% of the Company.

Further Note:

Each of Mr. Yuen and Mr. Ko has associated corporation interest in long position of 9,168,000 and 4,960,000 non-voting class A shares of Manfield Coatings Company Limited, an indirect wholly-owned subsidiary of the Company.

Save as disclosed above, there are no other matters concerning Mr. Yuen, Mr. Ko, Mr. Ng, Dato' Wong, Mr. Kong, Dr. Chui, Mr. Cheung and Mr. Yue relating to their re-election that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rules 13.74 and 13.51(2)(a) to 13.51(2)(v) of the Listing Rules.

**Manfield Chemical Holdings Limited****萬輝化工控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1561)****NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**Meeting**”) of the Company will be held at Luxembourg Room I-II, 3/F., Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 23 June 2016 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2015.
2. To consider and, if thought fit, declare a final dividend.
3. To re-elect Directors (Mr. Yuen Shu Wah, Mr. Ko Jack Lum, Mr. Ng Kai On, Dato’ Wong Peng Chong, Mr. Kong Muk Yin, Dr. Chui Hong Sheung, JP, Mr. Cheung Chi Wai Vidy and Mr. Yue Kwai Wa Ken) and authorize the board of Directors (the “**Board**”) to fix their remuneration.
4. To re-appoint Auditor and authorize the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

5. (i) “**THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company or any other rights or securities to subscribe or purchase shares in the share capital of the Company in each case through the facilities of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or of another exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases for this purpose, subject to and in

accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of share capital of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent. (10%) of the aggregate nominal amount of share capital of the Company in issue at the date of passing this Resolution and the approval in paragraph (a) above shall be limited accordingly; and
 - (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Cayman Islands or the Articles of Association of the Company (the “**Articles of Association**”) to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
- (ii) “**THAT:**
- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants or other rights to subscribe for any such shares or such convertible securities 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) above shall authorise the Directors during the Relevant Period (as hereinafter defined) 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 of the Company to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends pursuant to the Articles of Association from time to time; (iii) an issue of

shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company, shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval in paragraph (a) above shall be limited accordingly; and

- (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Cayman Islands or the Articles of Association to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

- (iii) “**THAT** conditional upon the passing of Ordinary Resolutions Nos. 5 (i) and 5 (ii) above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company pursuant to Ordinary Resolution No. 5 (ii) above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of issued share capital of the Company repurchased by the Company under the authority granted

pursuant to the Ordinary Resolution No. 5 (i) above, provided that such amount shall not exceed ten per cent. (10%) of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution.”

By Order of the Board
Manfield Chemical Holdings Limited
Kong Muk Yin
Company Secretary

Hong Kong, 30 April 2016

Notes:

- (i) Any member of the Company entitled to attend and vote at the Meeting or a meeting of the holder of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (ii) The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
- (iii) 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 branch share registrars of the Company in Hong Kong, 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 adjourned Meeting at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- (iv) All voting by the members at the Meeting shall be conducted by way of poll.