
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular, or as to the action to be taken, 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 shares in Sun East Technology (Holdings) Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**SUN EAST TECHNOLOGY (HOLDINGS) LIMITED****日東科技(控股)有限公司****(Incorporated in Bermuda with limited liability)***(Stock code: 00365)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND AN INDEPENDENT NON-EXECUTIVE DIRECTOR SERVED MORE
THAN NINE YEARS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Sun East Technology (Holdings) Limited to be held at 11 a.m. on 5 August 2013, Monday at Picasso Room B, Basement 1, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on pages 15 to page 19 of this circular.

Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than forty-eight (48) hours before the time appointed for the holding of the 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 meeting (or any adjournment thereof) should you so desire.

* for identification purposes only

2 July 2013

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. INTRODUCTION	3
2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES	4
3. RE-ELECTION OF RETIRING DIRECTORS AND AN INDEPENDENT NON-EXECUTIVE DIRECTOR SERVED MORE THAN NINE YEARS	5
4. AGM	5
5. RESPONSIBILITY STATEMENT	6
6. RECOMMENDATION	6
7. FURTHER INFORMATION	6
APPENDIX 1 – EXPLANATORY STATEMENT	7
APPENDIX 2 – DETAILS OF RETIRING DIRECTORS AND AN INDEPENDENT NON-EXECUTIVE DIRECTOR SERVED MORE THAN NINE YEARS PROPOSED FOR RE-ELECTION	11
NOTICE OF ANNUAL GENERAL MEETING	15

DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at Picasso Room B, Basement 1, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on 5 August 2013 at 11 a.m. (or any adjournment thereof);
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 19 of this circular;
“Associate”	shall have the meaning ascribed to that term under the Listing Rules;
“Board”	the board of Directors or a duly authorized committee of the board of Directors;
“Bye-laws”	Bye-laws of the Company, as amended from time to time;
“Company”	Sun East Technology (Holdings) Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange;
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time);
“Directors”	the directors of the Company for the time being;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	26 June 2013, being the latest practicable date for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mind Seekers”	Mind Seekers Investment Limited;
“Ordinary Resolutions”	the proposed ordinary resolutions in the AGM Notice;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time;
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	Holder(s) of the Shares, from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Substantial Shareholder(s)”	shall have the same meaning ascribed to that term under the Listing Rules;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



SUN EAST TECHNOLOGY (HOLDINGS) LIMITED

日東科技(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 00365)

Executive Directors:

Mr. BUT Tin Fu (*Chairman*)

Mr. BUT Tin Hing

Mr. LEUNG Cheong (*Chief Executive Officer*)

Mr. LEUNG Kuen, Ivan

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Mr. SEE Tak Wah

Prof. XU Yang Sheng

Mr. LI Wanshou

Principal Place of Business:

Unit H, 1st Floor, Phase 4

Kwun Tong Industrial Centre

Nos. 436-446 Kwun Tong Road

Kwun Tong

Kowloon

Hong Kong

2 July 2013

To the Shareholders

Dear Sirs or Madams,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND AN INDEPENDENT NON-EXECUTIVE DIRECTOR SERVED MORE
THAN NINE YEARS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the AGM Notice and the information in respect of the resolutions which will be proposed at the forthcoming AGM to consider and, if thought fit, approve (i) the granting to the Directors of a general mandate to allot, issue and deal with Shares not exceeding 20% of aggregate nominal value of the issued share capital of the Company as at the date of passing of the relevant resolution; (ii) the granting to the Directors of a general mandate to repurchase up to 10% of

* for identification purposes only

LETTER FROM THE BOARD

aggregate nominal value of the issued share capital of the Company as at the date of passing of the relevant resolution; (iii) the extension of the general mandate as set out in (i) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the general mandate as set out in (ii) above; (iv) the re-election of retiring Directors and an independent non-executive director served more than nine years; (v) to declare a final dividend for the year ended 31 March 2013 and (vi) the re-appointment of auditors.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At AGM of the Company held on 20 August 2012, ordinary resolutions were passed by the Shareholders giving general and unconditional mandates to the Directors to issue and allot Shares and to exercise the powers of the Company to repurchase its own Shares in accordance with the Listing Rules. These general mandates will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandates at the AGM and the following ordinary resolutions will be proposed at the AGM:

- (i) to grant the Directors a general and unconditional mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the relevant ordinary resolution (“**Issue Mandate**”);
- (ii) to grant the Directors a general and unconditional mandate to repurchase Shares not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the relevant ordinary resolution (“**Repurchase Mandate**”); and
- (iii) to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (“**Extension Mandate**”).

As at the Latest Practicable Date, a total of 525,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company would be allowed to issue a maximum of 105,000,000 Shares representing 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM.

The Issue Mandate, the Repurchase Mandate and the Extension Mandate will continue in force until the conclusion of the next AGM of the Company after the date of passing the relevant resolutions or any earlier date as referred to in resolutions numbered 6, 7 and 8 set out in the AGM Notice.

In accordance with the Listing Rules, and in particular the rules regulating repurchase of shares on the Stock Exchange, the Company is required to send to the Shareholders an explanatory statement containing all information reasonably necessary to enable the

LETTER FROM THE BOARD

Shareholders to make an informed decision on whether to vote for or against the resolution to grant the Repurchase Mandate. This explanatory statement is set out in Appendix 1 to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS AND AN INDEPENDENT NON-EXECUTIVE DIRECTOR SERVED MORE THAN NINE YEARS

Pursuant to Bye-laws 87 and 88, at each annual general meeting one-third of the Directors shall retire from office by rotation. A retiring director shall be eligible for re-election. Mr. But Tin Fu, Mr. Leung Cheong and Mr. Leung Kuen, Ivan, being Directors retiring by rotation, shall retire and, being eligible, offer themselves for re-election at the AGM.

According to the Appendix 14, A4.3, further appointment of independent non-executive director who has served more than nine years should be subject to a separate resolution to be approved by shareholders. Mr. See Tak Wah who will have served the Company more than nine years after September 2013 will subject to separate resolution to be approved by shareholders at the AGM.

Details on the retiring Directors and the independent non-executive Director are set out in Appendix 2 to this circular.

4. AGM

The AGM Notice convening the AGM to be held on 5 August 2013 at 11 a.m. (or any adjournment thereof) at Picasso Room B, Basement 1, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on pages 15 to 19 of this circular at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve (i) the granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the granting of the Extension Mandate; (iv) the re-election of retiring Directors and an independent non-executive director served more than nine years; (v) to declare a final dividend for the year ended 31 March 2013; and (vi) the re-appointment of auditors.

A form of proxy for the AGM is enclosed herewith. Shareholders are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than forty-eight (48) hours before the time appointed for the holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM (or any adjournment thereof) should he/she so desire.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except purely on those procedural or administrative matters. The Chairman of the AGM will therefore demand a poll on each of the resolutions to be

LETTER FROM THE BOARD

proposed at the AGM pursuant to Bye-law 66 of the Bye-laws. The results of the poll will be published on the websites of the Stock Exchange and the Company after the AGM in the manner prescribed under Rules 13.39(5) of the Listing Rules.

5. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other material facts not contained in this circular, the omission of which would make any statement in this circular misleading.

6. RECOMMENDATION

The Directors, including the independent non-executive Directors, are of the opinion that (i) the granting of the Issue Mandate to the Board; (ii) the granting of the Repurchase Mandate to the Board; (iii) the granting of the Extension Mandate to the Board; (iv) the re-election of retiring Directors and an independent non-executive director served more than nine years; (v) to declare a final dividend for the year ended 31 March 2013; and (vi) the re-appointment of auditors are in the best interests of the Company and the Shareholders as a whole. For the reasons stated above, the Directors recommend the Shareholders to vote in favour of all of the resolutions to be proposed at the AGM.

7. FURTHER INFORMATION

Your attention is drawn to Appendix 1 to this circular which provides an explanatory statement concerning the Repurchase Mandate and Appendix 2 which sets out details of the retiring Directors and the independent non-executive Director.

Yours faithfully,
For and on behalf of the Board
But Tin Fu
Chairman

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the grant of the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 525,000,000 Shares.

Subject to the passing of the relevant ordinary resolution to approve the grant of the Repurchase Mandate and on the basis that no further Shares are issued, and no Shares are repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to purchase a maximum of 52,500,000 Shares, representing 10% of the issued share capital of the Company.

2. REASONS FOR SHARE REPURCHASES

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders as it will give the Company additional flexibility. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Company's securities and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING AND IMPACT OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws of Bermuda. The Directors presently proposed that any Shares repurchased under the Repurchase Mandate would be funded out of the capital paid up on the purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose.

The Company is empowered by the memorandum of association of the Company and the Bye-laws to repurchase its Shares.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2013) in the event that the Repurchase Mandate was 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 of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. CONNECTED PERSON

No connected person has notified the Company of a present intention to sell Shares to the Company and no such person has undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

5. SHARE PRICE

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in each of the previous twelve months were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
July	0.238	0.224
August	0.235	0.189
September	0.260	0.187
October	0.250	0.205
November	0.255	0.220
December	0.260	0.202
2013		
January	0.250	0.215
February	0.250	0.210
March	0.250	0.225
April	0.250	0.210
May	0.240	0.230
June (up to the Latest Practicable Date)	0.290	0.207

6. SHARE REPURCHASES MADE BY THE COMPANY

No purchase of Shares has been made by the Company in the six months prior to the Latest Practicable Date.

7. GENERAL

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their respective associates, has any present intention, in the event that the Repurchase Mandate is granted by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

8. EFFECT OF THE TAKEOVERS CODE

If, as the result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for purposes of Rule 32 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

According to the register maintained by the Company pursuant to Section 336 of the SFO, as at the Latest Practicable Date, the following interests in the Shares and underlying Shares were recorded:

Name of Shareholders	Capacity/Nature of Interests	Number of Shares Held	Approximate Percentage of the Company's Issued Share Capital
Mind Seekers	Beneficially owned	220,605,840	42.02%
But Tin Fu	Beneficially owned	39,916,000	7.60%
But Tin Hing	Beneficially owned	1,050,000	0.20%
Leung Cheong	Beneficially owned	2,252,280	0.43%
Leung Kuen, Ivan	Beneficially owned	4,536,520	0.86%
		<u>268,360,640</u>	<u>51.11%</u>

Therefore, as at the Latest Practicable Date, above shareholders, being a group of shareholders acting in concert and Mind Seekers, being the Substantial Shareholder, had beneficial interests in 268,360,640 and 220,605,840 Shares respectively, representing approximately 51.11% and 42.02% of the issued share capital of the Company respectively. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of shareholders acting in concert and Mind Seekers would increase to approximately 56.80% and 46.69% respectively of the issued share capital of the Company. Such increase would give rise to an obligation of Mind Seekers to make a mandatory offer in accordance with

Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in an obligation to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the power to repurchase Shares to the extent that the aggregate amount of the issued share capital of the Company in public hands would be reduced to less than 25%.

Pursuant to the Bye-laws and Appendix 14 of Listing Rules, Mr. But Tin Fu, Mr. Leung Cheong and Mr. Leung Kuen, Ivan, being the retiring Directors, and Mr. See Tak Wah who will have served to the Company more than nine years shall retire and, being eligible, offer themselves for re-election at the AGM. Their details are as follows:

Mr. But Tin Fu (畢天富先生), aged 55, is an executive Director, the Chairman and a member of remuneration committee of the Company. He is responsible for the Group's overall strategic planning and management. Mr. But joined the Group in 1987 and has over 26 years of experience in the electronics industry. Mr. But is a director of Mind Seekers and all the subsidiaries of the Company. Other than the directorship held in the Company, Mr. But does not have any directorships in any listed company within the last 3 years.

According to the register maintained by the Company pursuant to Sections 336 and 352 of the SFO, as at the Latest Practicable Date, Mr. But beneficially owns 20% interest in Mind Seekers, which in turn owns 220,605,840 Shares (approximately 42.02% of the issued share capital of the Company). Mr. But also beneficially owns 39,916,000 Shares (approximately 7.6% of issued share capital of the Company). Save as disclosed above, Mr. But is not interested in Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. But is a brother of Mr. But Tin Hing, an executive Director of the Company. Save as disclosed above, Mr. But does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

With regard to the existing service contract (the "Service Contract") entered into between Mr. But and the Company, he does not have fixed term of service but is or will be subject to retirement by rotation and re-election at AGM of the Company in accordance with the provisions of Bye-laws which require, inter alia, that at each AGM of the Company, one-third of the directors of the Company for the time being shall retire from office by rotation. Mr. But's director's emoluments, which are determined based on his experience and expertise, are at the rate of HK\$117,000 per month payable in arrears at the end of each calendar month. Mr. But is entitled to 13 months of emoluments each year. In accordance with the Service Contract, after each year of his service, the emoluments shall be increased by no more than 15% at the discretion of the Board. A discretionary bonus may be decided by the Board based on Mr. But's performance and service for each year of his service, provided that the total amount of bonus payable to him for such year shall not exceed 10% of the audited consolidated profit after taxation of the Group for the relevant year.

There is no information relating to Mr. But that is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Leung Cheong (梁暢先生), aged 52, is an executive Director, the Managing Director and the Chief Executive Officer of the Company. He is responsible for the Group's sale and marketing. Mr. Leung joined the Group in 1987 and has over 26 years of experience in the electronics industry. Mr. Leung is a director of Mind Seekers and all the subsidiaries of the Company. Other than the directorship held in the Company, Mr. Leung does not have any directorships in any listed company within the last 3 years.

According to the register maintained by the Company pursuant to Sections 336 and 352 of the SFO, as at the Latest Practicable Date, Mr. Leung beneficially owns 20% interest in Mind Seekers, which in turn owns 220,605,840 Shares (approximately 42.02% of the issued share capital of the Company). Mr. Leung also beneficially owns 2,252,280 Shares (approximately 0.43% of issued share capital of the Company). Save as disclosed above, Mr. Leung is not interested in Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Leung is a brother of Mr. Leung Kuen, Ivan, an executive Director of the Company. Save as disclosed above, Mr. Leung does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

With regard to the existing service contract (the "Service Contract") entered into between Mr. Leung and the Company, he does not have fixed term of service but is or will be subject to retirement by rotation and re-election at AGM of the Company in accordance with the provisions of Bye-laws which require, inter alia, that at each AGM of the Company, one-third of the directors of the Company for the time being shall retire from office by rotation. Mr. Leung's director's emoluments, which are determined based on his experience and expertise, are at the rate of HK\$117,000 per month payable in arrears at the end of each calendar month. Mr. Leung is entitled to 13 months of emoluments each year. In accordance with the Service Contract, after each year of his service, the emoluments shall be increased by no more than 15% at the discretion of the Board. A discretionary bonus may be decided by the Board based on Mr. Leung's performance and service for each year of his service, provided that the total amount of bonus payable to him for such year shall not exceed 10% of the audited consolidated profit after taxation of the Group for the relevant year.

There is no information relating to Mr. Leung that is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Leung Kuen, Ivan (梁權先生), aged 56, is an executive Director of the Company. He is responsible for the Group's research and development of equipment for production lines. Ivan joined the Group in 1991 and has over 22 years of experience in the mechanical engineering field. Ivan is a director of Mind Seekers and all the subsidiaries of the Company. Other than the directorship held in the Company, Ivan does not have any directorships in any listed company within the last 3 years.

According to the register maintained by the Company pursuant to Sections 336 and 352 of the SFO, as at the Latest Practicable Date, Ivan beneficially owns 10% interest in Mind Seekers, which in turn owns 220,605,840 Shares (approximately 42.02% of the issued share capital of the Company). Ivan also beneficially owns 4,536,520 Shares (approximately 0.86% of issued share capital of the Company). Save as disclosed above, Ivan is not interested in Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Ivan is a brother of Mr. Leung Cheong, an executive Director, the Managing Director and Chief Executive Officer of the Company. Save as disclosed above, Ivan does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

With regard to the existing service contract (the "Service Contract") entered into between Ivan and the Company, he does not have fixed term of service but is or will be subject to retirement by rotation and re-election at AGM of the Company in accordance with the provisions of Bye-laws which require, inter alia, that at each AGM of the Company, one-third of the directors of the Company for the time being shall retire from office by rotation. Ivan's director's emoluments, which are determined based on his experience and expertise, are at the rate of HK\$117,000 per month payable in arrears at the end of each calendar month. Ivan is entitled to 13 months of emoluments each year. In accordance with the Service Contract, after each year of his service, the emoluments shall be increased by no more than 15% at the discretion of the Board. A discretionary bonus may be decided by the Board based on Ivan's performance and service for each year of his service, provided that the total amount of bonus payable to him for such year shall not exceed 10% of the audited consolidated profit after taxation of the Group for the relevant year.

There is no information relating to Ivan that is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. See Tak Wah (施德華), aged 50, an independent non-executive Director, graduated from the Management School of Waikato University of New Zealand with a first class honour in Bachelor of Management Studies and is a member of the Institute of Chartered Accountants of New Zealand and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. See has over 21 years' experience in financial and general management where he previously worked as the regional business controller of Nokia Mobile Phones Asia Pacific, the managing director of Nokia Mobile Phones Hong Kong, the chief operating officer of First Mobile Group Holdings Limited and held key management position in the North Asia office of Philips and Siemens.

Mr. See Tak Wah will have served more than 9 years after September 2013 but Mr. See, does not involve day-to-day operation of the Company and through his extensive knowledge and experience, would contribute significantly to the continuous improvement on internal controls and other relevant financial and corporate governance matters of the Company. The Board believes that Mr. See is still independent to the Company and should be re-elected in the AGM.

Other than the directorship held in the Company, Mr. See does not hold any positions in the Group. Mr. See at present is an independent non-executive director of Chu Kong Petroleum And Natural Gas Steel Pipe Holdings Limited. On 29 June 2012, Mr. See retired from the position of independent non-executive director of Buildmore International Limited. Save as disclosed, Mr. See does not have any directorships in any listed company within the last 3 years. Mr. See does not have relationship with any other Directors, senior management, substantial or controlling Shareholders. Mr. See has no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. See and the Company. Mr. See has no fixed terms of service with the Company but will be subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Bye-laws. His director's emoluments, which are determined on the basis of the market rate and his anticipated time, effort to be spent and expertise to be exercised on the Group's affairs, are HK\$144,000 per annum.

There is no information relating to Mr. See that is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



SUN EAST TECHNOLOGY (HOLDINGS) LIMITED

日東科技(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 00365)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Sun East Technology (Holdings) Limited (the “Company”) will be held at Picasso Room B, Basement 1, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on 5 August 2013, Monday at 11 a.m. (or any adjournment thereof), for the following purposes:

1. to receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “Directors”) and the auditors of the Company for the year ended 31 March 2013;
2. to declare a final dividend for the year ended 31 March 2013;
3. to re-elect the retiring Directors and to authorize the board of Directors of the Company (the “Board”) to fix their remuneration;
4. to re-elect Mr. See Tak Wah who will have served the Company more than 9 years after September 2013 as independent non-executive Director and to authorize the board of Directors of the Company (the “Board”) to fix his remuneration;
5. to re-appoint BDO Limited as auditors of the Company and to authorize the Board to fix their remuneration;

ORDINARY RESOLUTIONS

6. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to sub-paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and

* for identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

deal with additional shares in the capital of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in sub-paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under any share option scheme or similar arrangement of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution, and the authority pursuant to sub-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 AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (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;

“Rights Issue” means an offer of Shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to

NOTICE OF ANNUAL GENERAL MEETING

their then holdings of Shares or class thereof (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 jurisdiction or any recognized regulatory body or any stock exchange)”;

7. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to sub-paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, or otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange or any applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to sub-paragraph (a) of this resolution shall be limited accordingly; and
- (c) 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 AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (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”;

NOTICE OF ANNUAL GENERAL MEETING

8. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

conditional upon the resolutions numbered 6 and 7 set out in the notice convening this meeting being duly passed, the authority granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to resolution numbered 6 in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to such authority, an amount (“the Extended Amount”) representing the aggregate nominal amount of shares in the share capital of the Company which has been purchased by the Company under the authority granted pursuant to resolution numbered 7 in the notice convening this meeting, provided that the Extended Amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

Yours faithfully,
On behalf of the Board
Sun East Technology (Holdings) Limited
But Tin Fu
Chairman

Hong Kong, 2 July 2013

Notes:

- (1) For the purpose of ascertaining shareholders’ entitlement to attend and vote at AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 1 August 2013.
- (2) A member of the Company entitled to attend and vote at the annual general meeting of the Company is entitled to appoint another person or his proxy to attend and, subject to the provisions of the bye-laws of the Company, vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
- (3) The register of shareholders will be closed from 26 August 2013 to 28 August 2013, both days inclusive, during which period no transfer of shares will be registered. To qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrars in Hong Kong, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 23 August 2013. Upon the approval by shareholders at the AGM, the proposed Final Dividend will be paid on Monday, 16 September 2013 to shareholder whose names appear on the Register of Members of the Company on Wednesday, 28 August 2013.
- (4) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If the instrument appointing a proxy is signed by an attorney of the appointor as an attorney, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notorially certified. If the appointer is a legal person, then the instrument shall be signed under a legal person seal or signed by its director or an attorney duly authorized in writing.

NOTICE OF ANNUAL GENERAL MEETING

- (5) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for the holding of the annual general meeting or any adjournment thereof in order for such documents to be valid. Completion and return of the form of proxy will not preclude any member from attending and voting in person should he so desire.
- (6) In relation to proposed resolution number 3 and 4 in this notice regarding re-election of the directors of the Company, their biographies are set out in Appendix 2 to the circular of the Company dated 2 July 2013.
- (7) In relation to the proposed resolution number 6 of this notice, the Directors wish to state that they have no immediate plans to issue any new shares of the Company.
- (8) In relation to the proposed resolution number 7 of this notice, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision as to how to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix 1 to the circular of the Company dated 2 July 2013.