If you are in any doubt as to any aspect of 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 Manwah Holdings Limited, you should forward this circular and the accompanying proxy form 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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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MANWAH HOLDING LIMITED

敏華控股有限公司

(Incorporated in Bermuda with limited liability)

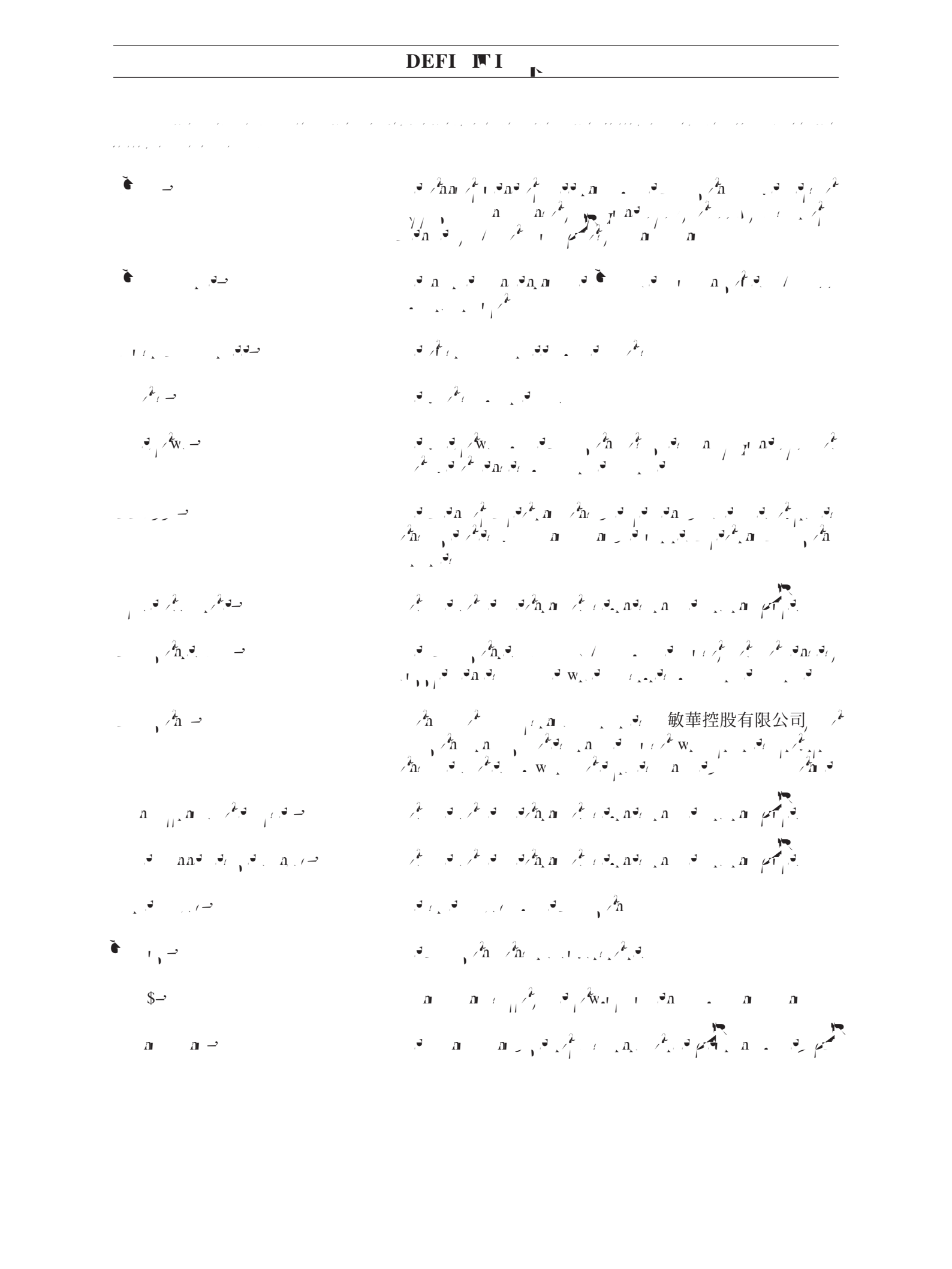
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PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of Manwah Holdings Limited to be held at Ballroom, 3/F, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Admiralty, Hong Kong on Thursday, 28 August 2014 at 10:00 a.m. is set out on page 14 of this circular.

Whether or not you intend to attend the annual general meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

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MANWAH

MANWAH HOLDINGS LIMITED
敏華控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 01999)

SPECIAL GENERAL MANDATE TO ISSUE AND CHANGE SHARES, E-ELECTION OF DIVIDEND, ANNUAL REMUNERATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

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LETTER FROM THE BAD

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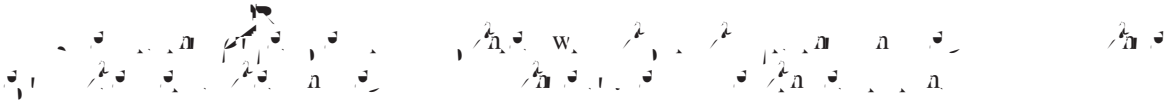
LETTER FROM THE BOARD

ELIGIBILITY STATEMENT

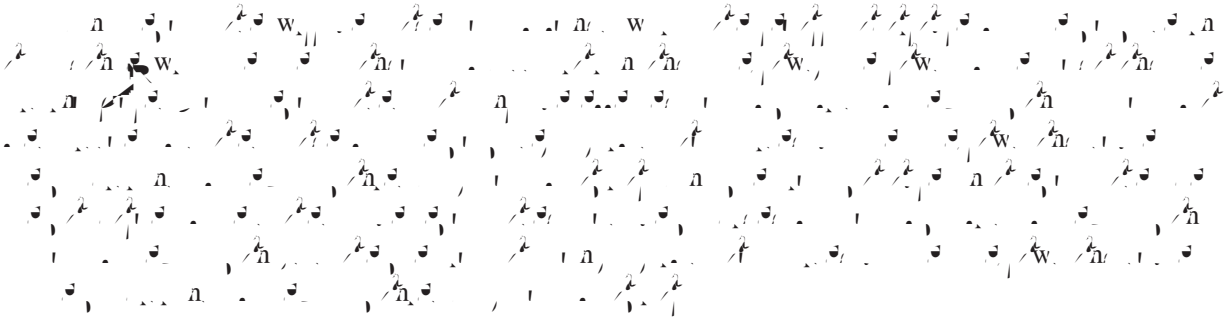
RECOMMENDATION

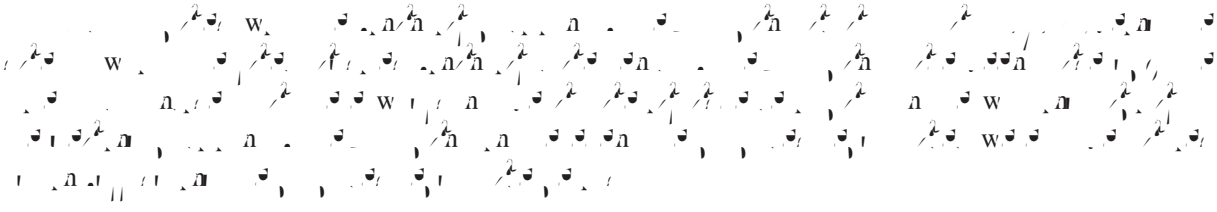
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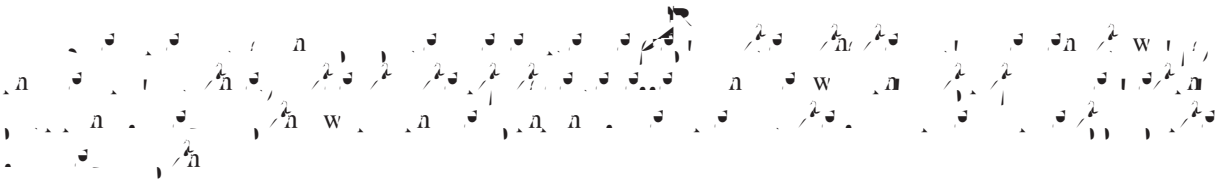
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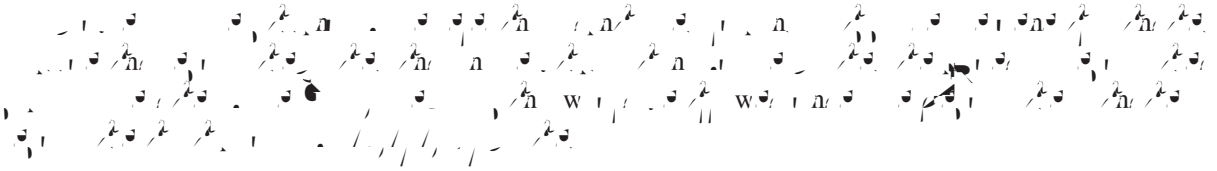


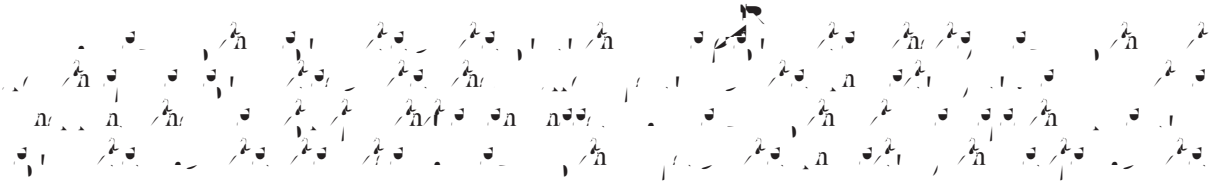




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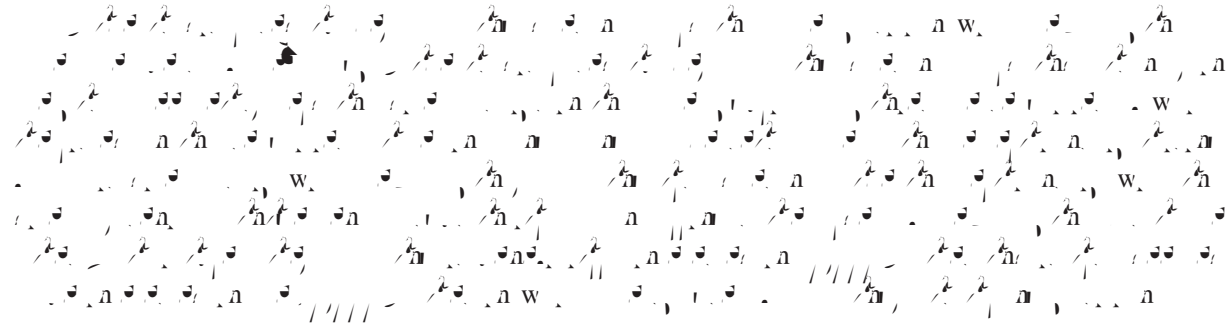
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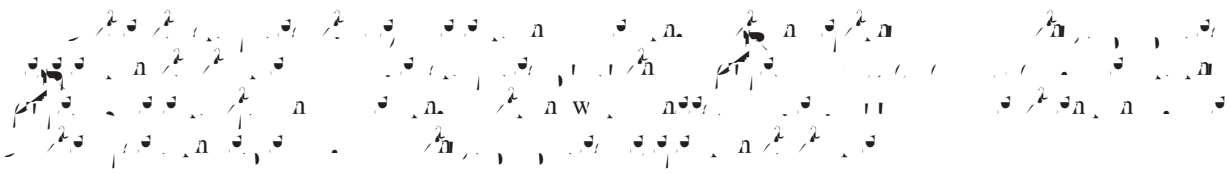
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