
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Shing Chi Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or registered dealer in securities, through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SHING CHI HOLDINGS LIMITED

成志控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1741)

- (1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at 6/F., Kai Tak Commercial Building, Nos. 317-319 Des Voeux Road Central, Sheung Wan, Hong Kong on 27 August 2019, Tuesday, at 10:00 a.m. is set out on pages 8 to 9 of this circular. Whether you are able to attend the EGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event, not less than 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the EGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

7 August 2019

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DEFINITIONS

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

“Amendments to the Memorandum and Articles of Association”	certain amendments by replacing all references to the name of the Company to the Memorandum and Articles of Association of the Company to reflect the Proposed Change of Company Name
“Announcement”	the announcement of the Company dated 1 August 2019 in relation to the Proposed Change of Company Name and Amendments to the Memorandum and Articles of Association
“Board”	the board of Directors
“Company”	Shing Chi Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 6/F., Kai Tak Commercial Building, Nos. 317-319 Des Voeux Road Central, Sheung Wan, Hong Kong on 27 August 2019, Tuesday at 10:00 a.m., or, where the context so admits, any adjournment of such extraordinary general meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Proposed Change of Company Name”	the proposal for change of the English name and the dual foreign name in Chinese of the Company from “Shing Chi Holdings Limited 成志控股有限公司” to “Ri Ying Holdings Limited 日贏控股有限公司” respectively

DEFINITIONS

“Share(s)”	the ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

SHING CHI HOLDINGS LIMITED

成志控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1741)

Executive Directors:

Dr. Lau Chi Wang (*Chairman*)
Mr. Lau Chi Ming
Dr. Lau Chi Keung (*Chief Executive Officer*)
Mr. Sun Wei

Registered office:

PO Box 1350,
Clifton House,
75 Fort Street,
Grand Cayman,
KY1-1108,
Cayman Islands

Independent Non-executive Directors:

Mr. Leung Bing Kwong Edward
Mr. Pang Ka Hang
Mr. Wong Chun Nam

Principal place of

business in Hong Kong:
6/F., Kai Tak Commercial Building
Nos. 317-319 Des Voeux Road Central
Sheung Wan
Hong Kong

7 August 2019

To the Shareholders,

Dear Sir or Madam,

(1) PROPOSED CHANGE OF COMPANY NAME
(2) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The Board refers to the announcement made by the Company on 1 August 2019 relating to the Proposed Change of Company Name and the Amendments to the Memorandum and Articles of Association.

The purpose of this circular is to provide you with, among other things, (a) further information on the Proposed Change of Company Name and the Amendments to the Memorandum and Articles of Association and (b) notice of the EGM at which special resolutions will be proposed to approve the Proposed Change of Company Name and the Amendments to the Memorandum and Articles of Association.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Announcement. The Board proposes to change the English name and the dual foreign name in Chinese of the Company from “Shing Chi Holdings Limited 成志控股有限公司” to “Ri Ying Holdings Limited 日赢控股有限公司” respectively. The Proposed Change of Company Name is subject to approval by the Shareholders at the EGM and the Registrar of Companies in the Cayman Islands.

CONDITIONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will become effective subject to the satisfaction of all of the following conditions:

1. the approval by the Shareholders by way of a special resolution at the EGM; and
2. the approval by the Registrar of Companies in the Cayman Islands on the Proposed Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the former English name and the dual foreign name in Chinese of the Company and issues a certificate of incorporation on change of name. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

With further development and expansion of the business scope of the Group, the Board considers that the Proposed Change of Company Name will provide the Company with a more appropriate corporate identity and strategic direction. As such, the Board considers that the proposed new name of the Company will better reflect and highlight the Company’s future strategic business plan, and provide the Company with a fresh corporate image and identity which will benefit the Company’s future development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company's daily business operation and its financial position. All existing share certificates in issue bearing the Company's existing name shall, after the Proposed Change of Company Name becomes effective, continue to be evidence of title of the securities of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for free exchange of existing share certificates for new share certificates bearing the new name of the Company. Share certificates of the Company which are issued after the Proposed Change of Company Name becomes effective will be in the new name of the Company. Subject to the confirmation by the Stock Exchange, the Shares will be traded on the Stock Exchange in the new stock short name after the Proposed Change of Company Name becomes effective.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Proposed Change of Company Name, the Board also proposes to make certain amendments by replacing all references therein to "Shing Chi Holdings Limited 成志控股有限公司" with "Ri Ying Holdings Limited 日贏控股有限公司" in the Memorandum and Articles of Association of the Company to reflect the Proposed Change of Company Name.

The Board proposes to seek approval of the Shareholders by way of a special resolution for the Amendments to the Memorandum and Articles of Association, with such amendments to take effect when the Proposed Change of Company Name becomes effective, at the EGM.

EXTRAORDINARY GENERAL MEETING

The EGM will be held at 6/F., Kai Tak Commercial Building, Nos. 317-319 Des Voeux Road Central, Sheung Wan, Hong Kong on 27 August 2019, Tuesday at 10:00 a.m. to consider and, if thought fit, approve the Proposed Change of Company Name and the Amendments to the Memorandum and Articles of Association.

The notice convening the EGM is set out on pages 8 to 9 of this circular. Whether or not you intend to attend the EGM or any adjournment thereof (as the case may be), please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event, not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, none of the Shareholders has a material interest in the Proposed Change of Company Name nor the Amendments to the Memorandum and Articles of Association and no Shareholders will be required to abstain from voting on the resolutions to be proposed at the EGM.

In accordance with the Listing Rules, the vote of all Shareholders taken at the EGM to approve the Proposed Change of Company Name and proposed Amendments to the Memorandum and Articles of Association will be taken by poll. The results of the vote will be announced after the EGM.

CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend and vote at the EGM (or any adjournment thereof), the register of members of the Company will be closed from 22 August 2019, Thursday to 27 August 2019, Tuesday, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on 21 August 2019, Wednesday.

VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the EGM shall be taken by a poll. Therefore, the chairman of the EGM will demand a poll for the special resolutions to be put forward at the EGM pursuant to article 66 of the Articles of Association. The Company will appoint scrutineers to handle vote-taking procedures at the EGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible after the EGM in accordance with rule 13.39(5) of the Listing Rules.

GENERAL

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name, the Amendments to the Memorandum and Articles of Association, and the new English stock short name and Chinese stock short name for trading of the shares of the Company on the Stock Exchange.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information

LETTER FROM THE BOARD

contained in this 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 herein or this circular misleading.

RECOMMENDATION

The Directors are of the view that the Proposed Change of Company Name and the Amendments to the Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the special resolutions to be proposed at the EGM to approve the Proposed Change of Company Name and the Amendments to the Memorandum and Articles of Association.

Yours faithfully,
For and on behalf of the Board
Shing Chi Holdings Limited
Lau Chi Wang
Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

SHING CHI HOLDINGS LIMITED

成志控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1741)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of shareholders of Shing Chi Holdings Limited (the “**Company**”) will be held at 6/F., Kai Tak Commercial Building, Nos. 317-319 Des Voeux Road Central, Sheung Wan, Hong Kong on 27 August 2019, Tuesday, at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT:**

subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Shing Chi Holdings Limited” to “Ri Ying Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “成志控股有限公司” to “日赢控股有限公司” (the “**Proposed Change of Company Name**”); and any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”

2. “**THAT:**

subject to the Proposed Change of Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, the memorandum and articles of association of the Company be amended by replacing all references therein to “Shing Chi Holdings Limited 成志控股有限公司” with “Ri Ying Holdings Limited 日赢控股有限公司”; and any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”

By order of the Board
Shing Chi Holdings Limited
Lau Chi Wang
Chairman and Executive Director

Hong Kong, 7 August 2019

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her stead at the EGM (or at any adjournment of it) provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder of the Company.
- (2) Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (3) A proxy form for use at the EGM is enclosed.
- (4) In order to be valid, the completed proxy form must be received by the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong at least 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the EGM or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Hong Kong branch share registrar and transfer office of the Company together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
- (5) For the purposes of determining shareholders' eligibility to attend, speak and vote at the EGM (or at any adjournment of it), the register of members of the Company will be closed from 22 August 2019, Thursday to 27 August 2019, Tuesday (both dates inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to attend, speak and vote at the EGM (or at any adjournment of it), all properly completed transfer documents accompanied by the relevant share certificate must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 21 August 2019, Wednesday.
- (6) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
- (7) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the website of the Company (www.shingchiholdings.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.