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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Wang Yang Holdings Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**WANG YANG HOLDINGS LIMITED**

**泓盈控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1735)**

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

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A letter from the board of directors of the Company is set out on pages 2 to 5 of this circular.

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at Office 5509, 55th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 24 October 2019 at 10:00 a.m. is set out on pages 6 to 7 of this circular. Whether or not you intend to attend the EGM, or any adjournment thereof, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof to the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or at any adjournment thereof (as the case may be) if you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

8 October 2019

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## DEFINITIONS

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

“Amendments to the Memorandum and Articles of Association”	certain amendments to the Memorandum and Articles of Association to reflect the Change of Company Name, as further described in the paragraph headed “Proposed Amendments to the Memorandum and Article of Association”
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the Company’s English name from “Wang Yang Holdings Limited” to “Central Holding Group Co. Ltd.” and its dual foreign name in Chinese from “泓盈控股有限公司” to “中環控股集團有限公司”
“Company”	Wang Yang Holdings Limited (泓盈控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1735)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for considering and, if thought fit, approving the Change of Company Name and the Amendments to the Memorandum and Articles of Association
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

**LETTER FROM THE BOARD**

**WANG YANG HOLDINGS LIMITED**

**泓盈控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1735)**

*Executive Directors:*

Mr. Yu Zhuyun (*Chairman*)

Mr. Zhu Fei (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. Qiao Xiaoge

Mr. Gao Jian

Ms. Zhu Yujuan

*Independent non-executive Directors:*

Dr. Li David Xianglin

Mr. Wang Wenxing

Dr. Zhou Chunsheng

*Registered Office in the  
Cayman Islands:*

PO Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

*Headquarters and Principal Place of  
Business in Hong Kong:*

Office 5509

55th Floor, The Center

99 Queen's Road Central

Central

Hong Kong

8 October 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**

Reference is made to the announcement of the Company dated 4 October 2019. The purpose of this circular is to provide you with information in respect of the special resolutions to be proposed at the EGM to seek the approval of the Shareholders in respect of the Change of Company Name and the Amendments to the Memorandum and Articles of Association.

## **LETTER FROM THE BOARD**

### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the Company's English name from "Wang Yang Holdings Limited" to "Central Holding Group Co. Ltd." and its dual foreign name in Chinese from "泓盈控股有限公司" to "中環控股集團有限公司", subject to the conditions set out in the paragraph headed "Conditions of the Change of Company Name" below.

### **CONDITIONS OF THE CHANGE OF COMPANY NAME**

The Change of Company Name is subject to the fulfillment of the following conditions:

- (a) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (b) the approval of the Registrar of Companies in the Cayman Islands being obtained for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect upon the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the new dual foreign name in Chinese of the Company on the register of companies in place of the former English name and the former dual foreign name in Chinese and issues a certificate of incorporation on change of name. The Company will then comply with the necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

### **REASONS FOR THE CHANGE OF COMPANY NAME**

The Change of Company Name is to reflect the recent change of control of the Company. The Board considers that the Change of Company Name will provide the Company with a fresh new corporate image and identity. The Board is of the opinion that the Change of Company Name will benefit the Company and is in the best interests of the Company and the Shareholders as a whole.

### **EFFECTS OF THE CHANGE OF COMPANY NAME**

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation or financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, any issue of share certificates will bear the new name of the Company and the securities of the Company will be traded on the Stock Exchange under the new name. In addition, after the Change of Company Name becomes effective, the Company will change the English and Chinese stock short names accordingly, subject to the confirmation of the Stock Exchange.

## LETTER FROM THE BOARD

### PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Change of Company Name, the Board also proposes to make certain amendments in the Memorandum and Articles of Association by replacing all references therein to “Wang Yang Holdings Limited 泓盈控股有限公司” with “Central Holding Group Co. Ltd. 中環控股集團有限公司”.

The Amendments to the Memorandum and Articles of Association are subject to the passing of a special resolution approving the same by the Shareholders at the EGM, and shall become effective upon the Change of Company Name taking effect.

Further announcement(s) will be issued by the Company as and when appropriate on the results of the EGM, the effective date of the Change of Company Name and the new English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange and the new website address of the Company as and when appropriate.

### EGM

A notice convening the EGM to be held at Office 5509, 55th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 24 October 2019 at 10:00 a.m. is set out on pages 6 to 7 of this circular for the purpose of considering and, if thought fit, passing the special resolutions approving the Change of Company Name and the Amendments to the Memorandum and Articles of Association. A form of proxy for use at the EGM is enclosed to this circular. Whether or not you intend to attend the EGM, or any adjournment thereof, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or at any adjournment thereof (as the case may be) if you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the special resolutions to be proposed at the EGM.

### VOTING BY POLL

Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the special resolutions proposed at the EGM to approve the Change of Company Name and the Amendments to the Memorandum and Articles of Association will also be taken by poll. A poll results announcement will be made by the Company after the EGM in accordance with Rule 13.39(5) of the Listing Rules.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Board believes that the Change of Company Name and the Amendments to the Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolutions as set out in the notice of EGM.

### 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information 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.

Yours faithfully  
By order of the Board  
**Wang Yang Holdings Limited**  
**Yu Zhuyun**  
*Chairman and Executive Director*

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**WANG YANG HOLDINGS LIMITED**

**泓盈控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1735)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Wang Yang Holdings Limited (the “**Company**”) will be held at Office 5509, 55th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 24 October 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as special resolutions of the Company (with or without amendments):

**SPECIAL RESOLUTIONS**

1. “**THAT** subject to the approval of the Registrar of the Companies of the Cayman Islands, the Company’s English name be changed from “Wang Yang Holdings Limited” to “Central Holding Group Co. Ltd.”, and its dual foreign name in Chinese be changed from “泓盈控股有限公司” to “中環控股集團有限公司” (the “**Change of Company Name**”) with effect from the date of issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, and **THAT** any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may in his/her absolute discretion consider necessary, desirable, appropriate or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
  
2. “**THAT** subject to the 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 “Wang Yang Holdings Limited 泓盈控股有限公司” with “Central Holding Group Co. Ltd. 中環控股集團有限公司”, and **THAT** any one director of the Company be and is hereby authorised to, for and on behalf of the Company, execute all such documents and do all such acts and things as he/she may in his/her absolute discretion consider necessary, desirable, appropriate or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing.”

By order of the Board of Directors  
**Wang Yang Holdings Limited**  
**Yu Zhuyun**  
*Chairman and Executive Director*

Hong Kong, 8 October 2019



## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. 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 at the EGM. A proxy need not be a member of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
3. To be valid, 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 such power or authority, shall be delivered to the office of the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the EGM or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said person as present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. The register of members of the Company will be closed from Monday, 21 October 2019 to Thursday, 24 October 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Friday, 18 October 2019.

*As at the date of this notice, the executive directors of the Company are Mr. Yu Zhuyun (Chairman) and Mr. Zhu Fei (Chief Executive Officer); the non-executive directors of the Company are Mr. Qiao Xiaoge, Mr. Gao Jian and Ms. Zhu Yujuan; and the independent non-executive directors of the Company are Dr. Li David Xianglin, Mr. Wang Wenxing and Dr. Zhou Chunsheng.*