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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Cheung Wo International 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, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CHEUNG WO INTERNATIONAL HOLDINGS LIMITED****長和國際實業集團有限公司\****(Incorporated in Bermuda with limited liability)***(Stock Code: 00009)****PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the SGM of Cheung Wo International Holdings Limited to be held at Room 4101, 41/F., Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 18 March 2016 at 3:00 p.m. is set out in this circular. A form of proxy for use at the SGM is enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

Whether or not you intend to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so desire.

25 February 2016

\* For identification purpose only

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> . . . . .	1
<b>Letter from the Board</b> . . . . .	2
1. Introduction . . . . .	2
2. Proposed Change of Company Name . . . . .	3
3. SGM . . . . .	4
4. Responsibility Statement . . . . .	4
5. Recommendation . . . . .	5
<b>Notice of SGM</b> . . . . .	N-1

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:*

“Board”	the board of Directors
“Company”	Cheung Wo International Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of 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
“Notice of the SGM”	the notice convening the SGM as set out on pages N-1 to N-2 of this circular
“Proposed Change of Company Name”	the proposed change of the name of the Company from “Cheung Wo International Holdings Limited” to “Nine Express Limited” together with the adoption of “九號運通有限公司” as its Chinese name to replace “長和國際實業集團有限公司” which is currently used for identification purpose
“SGM”	the special general meeting of the Company to be convened and held at Room 4101, 41/F., Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 18 March 2016 at 3:00 p.m. or any adjournment thereof (as the case may be), to consider and, if it thought fit, approve the Proposed Change of Company Name
“Share(s)”	the share(s) of par value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	The holder(s) of Share(s)
“Special Resolution”	the proposed special resolution on the Proposed Change of Company Name as referred to in the Notice of the SGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**CHEUNG WO INTERNATIONAL HOLDINGS LIMITED**  
**長和國際實業集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00009)**

*Executive Directors:*

Mr. Hui Wai Lee, Willy (*Chairman*)  
Ms. Law Kee, Alice (*Chief Executive Officer*)  
Mr. Tai Yat Chung  
Mr. Li Wenjun  
Mr. Zhong Yingchang

*Independent non-executive Directors:*

Mr. Tsui Pui Hung  
Mr. Tang Ping Sum  
Mr. Chiu Sin Nang, Kenny

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Principal place of business in*

*Hong Kong:*

Room 4101, 41/F  
Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

25 February 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME**  
**AND**  
**NOTICE OF THE SGM**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 19 February 2016. The purpose of this circular is to provide you with Notice of the SGM, and information in respect of the Special Resolution to be proposed at the SGM to be held on Friday, 18 March 2016 at 3:00 p.m. at Room 4101, 41/F., Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for the approval of the Proposed Change of Company Name.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### 2. PROPOSED CHANGE OF COMPANY NAME

The Board of Directors of Cheung Wo International Holdings Limited proposes to change the English name of the Company to “Nine Express Limited” and to adopt “九號運通有限公司” as its Chinese name to replace “長和國際實業集團有限公司” which is currently used for identification purpose.

#### Conditions of the Proposed Change of Company Name

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

1. the passing of the Special Resolution by the Shareholders at the SGM to approve the Proposed Change of Company Name; and
2. the approval by the Registrar of Companies in Bermuda having been obtained for the change of Company Name.

The relevant filings with the Registrar of Companies in Bermuda will be made after the passing of the Special Resolution at the SGM.

Subject to the satisfaction of the conditions set out above, the change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new names of the Company on the register in place of the former name. The Registrar of Companies in Bermuda is expected to issue the certificate of incorporation on change of name thereafter and the Company will then complete the necessary filing procedures with the Companies Registry in Hong Kong and submit all relevant documents to the Stock Exchange.

#### Reasons for the Proposed Change of Company Name

In 2012, the Company changed its name from “China Mandarin Holdings Limited” to “Cheung Wo International Holdings Limited” to reflect the development of the business of the Group from single-lined film business to twin-lined business model, namely, property and hotel development and investment in the PRC paralleling with film production and related businesses.

As disclosed in more details in the Company’s announcement dated 16 December 2015, the Company has been actively exploring new business opportunities to diversify its future business development. The Company intends to develop three new business areas: (i) environmental thermoelectric technology; (ii) real estates and hotels; and (iii) other business. The Board considers that investment in these industries will diversify the business portfolio of the Group and broaden its income base, and is in the interest of the Company and the Shareholders as a whole. The Board considers that the new Company name can align with the long-term business strategy of the Group to develop a more diversified business portfolio, and can establish the Company’s corporate image and identity at the same time for future development.

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## LETTER FROM THE BOARD

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### **Effect of the change of Company Name**

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company will, after the Proposed Change of Name has become effective, continue to be evidence of title to the Shares and be valid for trading, settlement and registration purposes.

Upon the Proposed Change of Company Name becoming effective, any issue of new share certificates of the Company will be under the new name of the Company, and the English and Chinese stock short names of the Company will also be changed.

There will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new names of the Company.

### **3. SGM**

The Notice of the SGM is set out on pages N-1 to N-2 of this circular. At the SGM, the Special Resolution will be proposed to approve the Proposed Change of Company Name.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). Whether or not you are able to attend and vote at the SGM, you are requested to read the notice and to complete and sign 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, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority, if any, under which it is signed or certified copy of such power or authority, as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting thereof (as the case maybe) should you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of Listing Rules, the Proposed Change of Company Name will be voted on by way of poll by the Shareholders at the SGM.

No Shareholders are required to abstain from voting on the Special Resolution of the Proposed Change of Company Name.

### **4. 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 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.

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## LETTER FROM THE BOARD

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### 5. RECOMMENDATION

The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the Special Resolution to be proposed at the SGM to approve the Proposed Change of Company Name.

Yours faithfully,  
For and on behalf of the Board  
**Cheung Wo International Holdings Limited**  
**HUI WAI LEE, WILLY**  
*Chairman*

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NOTICE OF SGM

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**CHEUNG WO INTERNATIONAL HOLDINGS LIMITED**  
**長和國際實業集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00009)**

**NOTICE IS HEREBY GIVEN THAT** the special general meeting (the “SGM”) of Cheung Wo International Holdings Limited (the “Company”) will be held at Room 4101, 41/F., Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 18 March 2016 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments the following special resolution:

**SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the change of the English name of the Company from “Cheung Wo International Holdings Limited” to “Nine Express Limited” and the adoption of “九號運通有限公司” as its Chinese name in replacement of the Chinese name “長和國際實業集團有限公司” (which is currently adopted for identification purpose only) be approved, and that the directors of the Company be and are hereby authorised to do all such acts and things and execute all documents that they consider necessary or expedient to give effect to the foregoing and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board  
**Cheung Wo International Holdings Limited**  
**HUI WAI LEE, WILLY**  
*Chairman*

Hong Kong, 25 February 2016

*Registered office*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head Office and Principal place of business in Hong Kong:*  
Room 4101, 41/F  
Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

\* *For identification purpose only*



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## NOTICE OF SGM

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*Notes:*

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed herewith. Whether or not you intend to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. 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 certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard 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 SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. All the resolutions are to be voted by way of poll.

*As at the date of this announcement, the Board comprises eight Directors, of which the executive Directors are Mr. Hui Wai Lee, Willy (Chairman), Ms. Law Kee, Alice (Chief Executive Officer), Mr. Tai Yat Chung, Mr. Li Wenjun and Mr. Zhong Yingchang; and the independent non-executive Directors are Mr. Tsui Pui Hung, Mr. Tang Ping Sum and Mr. Chiu Sin Nang, Kenny.*