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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 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 FinTronics Holdings Company Limited (“**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**FinTronics**  
**銀創控股**  
**FINTRONICS HOLDINGS COMPANY LIMITED**  
**銀創控股有限公司\***  
*(incorporated in Bermuda with limited liability)*  
(stock code: 706)

**CHANGE OF COMPANY NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting of the Company to be held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Monday, 8 July 2013 is set out on pages SGM-1 and SGM-2 of this circular. Whether or not you are able to attend the meeting, you are requested to 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 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, Hong Kong. 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 wish.

31 May 2013

\* for identification purposes only

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 20 May 2013 in relation to the Change of Company Name
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “FinTronics Holdings Company Limited” to “Beautiful China Holdings Company Limited” and the adoption of the Chinese name “美麗中國控股有限公司” as the Company’s secondary name to replace “銀創控股有限公司”, which has been used for identification purposes only
“Company”	FinTronics Holdings Company Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 May 2013, being the latest practicable date prior to printing of this circular for ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“SGM”	the special general meeting of the Company to be held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Monday, 8 July 2013 for the purposes of considering and, if thought fit, approving the Change of Company Name
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**FinTronics**

**銀創控股**

**FINTRONICS HOLDINGS COMPANY LIMITED**

**銀創控股有限公司\***

*(incorporated in Bermuda with limited liability)*

(stock code: 706)

*Executive Directors:*

Mr. Sze Wai, Marco (*Chairman*)

Mr. Mao Zhenhua

Mr. Shentu Jun

Mr. Tan Shu Jiang

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent non-executive Directors:*

Mr. Lai Yip Wing

Mr. Chan Ming Sun, Jonathan

Mr. Chong Yiu Kan, Sherman

*Head office and principal place of  
business in Hong Kong:*

Units 2003 and 2005, 20th Floor

Great Eagle Centre

23 Harbour Road

Wanchai

Hong Kong

31 May 2013

*To the Shareholders and for information only,  
to the holders of share options*

Dear Sir or Madam,

**CHANGE OF COMPANY NAME**

**INTRODUCTION**

Reference is made to the Announcement.

The Board proposes for the Shareholders' approval that subject to the entry of the new name and new secondary name of the Company in place of its existing name on the register maintained by the Registrar of Companies in Bermuda, the English name of the Company be changed from "FinTronics Holdings Company Limited" to "Beautiful China Holdings Company Limited" and the Chinese name "美麗中國控股有限公司" be adopted as the Company's secondary name to replace "銀創控股有限公司", which has been used for identification purposes only.

\* *for identification purposes only*

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## LETTER FROM THE BOARD

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The purpose of this circular is to give you, among other matters, (i) information on the Change of Company Name; (ii) other information as required under the Listing Rules; and (iii) a notice of the SGM.

### CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “FinTronics Holdings Company Limited” to “Beautiful China Holdings Company Limited” and adopt the Chinese name “美麗中國控股有限公司” as the Company’s secondary name to replace “銀創控股有限公司”, which has been used for identification purposes only.

The Change of Company Name will be subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders at the SGM to approve the Change of Company Name; and
- (2) the entry of the new name and new secondary name of the Company in place of its existing name on the register maintained by the Registrar of Companies in Bermuda.

The Company will make further announcement to inform the Shareholders as to when the Change of Company Name becomes effective and on the change of the stock short name of the Company.

### REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name will provide the Company with a new corporate image and to reflect the Company’s strategy to diversify the business of the Company and its subsidiaries in the PRC. The Board believes that the new name and new secondary name can provide the Company with a fresh identity and image which will benefit the Company’s future business development and is in the interest of the Company and its shareholders as a whole.

### EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the holders of securities of the Company. The existing certificates of securities in issue bearing the present name of the Company will, after the proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new certificates of securities will be issued only in the new name of the Company.

### SGM

The SGM will be held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Monday, 8 July 2013. The notice of SGM is set out on pages SGM-1 and SGM-2 of this circular, for the Shareholders to consider and, if thought fit, approve the Change of Company Name. To the

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## LETTER FROM THE BOARD

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best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders have a material interest in the Change of Company Name and none of the Shareholders will be required to abstain from voting on the resolution to be approved at the SGM.

You will find enclosed a form of proxy for use at the SGM. Whether or not you are able to attend the SGM, you are requested to 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 SGM or any adjournment thereof to 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, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

### **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.

### **RECOMMENDATION**

The Board considers that the Change of Company Name will strengthen the Company's corporate image and identity and is in the interests of the Company and the Shareholders as a whole. The Board recommends the Shareholders to vote in favour of the resolution set out in the notice of the SGM.

Yours faithfully  
By order of the Board  
**FinTronics Holdings Company Limited**  
**Sze Wai, Marco**  
*Chairman*

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NOTICE OF THE SGM

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**FinTronics**

**銀創控股**

**FINTRONICS HOLDINGS COMPANY LIMITED**

**銀創控股有限公司\***

*(incorporated in Bermuda with limited liability)*

(stock code: 706)

**NOTICE IS HEREBY GIVEN** that a special general meeting of FinTronics Holdings Company Limited (the “Company”) will be held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Monday, 8 July 2013 for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution, which will be proposed as special resolution of the Company:

**SPECIAL RESOLUTION**

“**THAT** subject to the entry of the new name and new secondary name of the Company in place of its existing name on the register maintained by the Registrar of Companies in Bermuda, the English name of the Company be changed from “FinTronics Holdings Company Limited” to “Beautiful China Holdings Company Limited” and the Chinese name “美麗中國控股有限公司” be adopted as the Company’s secondary name to replace “銀創控股有限公司”, which has been used for identification purposes only, and the directors of the Company be and are hereby authorised generally to do all such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to effect the change of name and adoption of the secondary name of the Company.”

By order of the Board  
**FinTronics Holdings Company Limited**  
**Sze Wai, Marco**  
*Chairman*

Hong Kong, 31 May 2013

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Units 2003 and 2005, 20th Floor  
Great Eagle Centre  
23 Harbour Road  
Wanchai  
Hong Kong

\* *for identification purposes only*

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## NOTICE OF THE SGM

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*Notes:*

1. A member of the Company entitled to attend and vote at the special general meeting convened by the above notice 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/her behalf. A proxy need not be a member of the Company but must be present in person at the special general meeting 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. In order to be valid, the form of proxy must be deposited 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, 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, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the special general meeting or any adjournment thereof, should he/she so wish.
3. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of poll.

As at the date of this notice, the Board comprises Mr. Sze Wai, Marco, Mr. Mao Zhenhua, Mr. Shentu Jun and Mr. Tan Shu Jiang as executive Directors, and Mr. Lai Yip Wing, Mr. Chan Ming Sun, Jonathan and Mr. Chong Yiu Kan, Sherman as independent non-executive Directors.