
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 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 CONVOY FINANCIAL SERVICES HOLDINGS LIMITED, you should at once hand this circular, together with the enclosed 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.

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CONVOY FINANCIAL SERVICES HOLDINGS LIMITED
康宏理財控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1019)

PROPOSED CHANGE OF COMPANY NAME

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of CONVOY FINANCIAL SERVICES HOLDINGS LIMITED (“**Company**”) to be held on Wednesday, 20 August 2014 at 39th Floor, @CONVOY, 169 Electric Road, Hong Kong at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you propose to attend the EGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, 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 appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the EGM or any adjourned meeting should you so wish.

25 July 2014

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DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the name of the Company from “Convoy Financial Services Holdings Limited” to “Convoy Financial Holdings Limited” and adoption of “康宏金融控股有限公司” as the new dual foreign name of the Company to replace the existing Chinese name of the Company “康宏理財控股有限公司”
“Company”	Convoy Financial Services Holdings Limited, a company incorporated in the Cayman Islands with limited liability, 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 on Wednesday, 20 August 2014 at 39th Floor, @CONVOY, 169 Electric Road, Hong Kong at 10:00 a.m. for the purpose of considering, and if thought fit, approving the Change of Company Name
“Group”	the Company and its subsidiaries from time to time
“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
“Latest Practicable Date”	22 July 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.10 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



CONVOY FINANCIAL SERVICES HOLDINGS LIMITED

康宏理財控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1019)

Executive Directors:

Mr. Wong Lee Man (*Chairman*)

Ms. Fong Sut Sam

Mr. Mak Kwong Yiu

Dr. Hui Ka Wah, *Ronnie, JP*

Independent non-executive Directors:

Dr. Wu Ka Chee, *Davy*

Mr. Ma Yiu Ho, *Peter*

Mr. Lam Chi Keung

Registered office:

Cricket Square

Hutchins Drive

P. O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

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

5th, 7th, 39th and 40th Floors

@CONVOY

169 Electric Road

Hong Kong

25 July 2014

To the Shareholders

Dear Sir or Madam

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

Reference is made to the announcement of the Company dated 27 June 2014 in respect of the Change of Company Name. The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM regarding the Change of Company Name and to give you a notice of the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Convoy Financial Services Holdings Limited” to “Convoy Financial Holdings Limited” and to adopt “康宏金融控股有限公司” as the new dual foreign name of the Company to replace the existing Chinese name of the Company “康宏理財控股有限公司”.

CONDITIONS OF THE CHANGE OF COMPANY NAME

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

- (1) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (2) the necessary approval of the Registrar of Companies of the Cayman Islands in relation to the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new name and the new dual foreign name on the Register of Companies maintained by the Registrar of Companies of the Cayman Islands. The Registrar of Companies of the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The Group is principally engaged in the independent financial advisory business, money lending business and proprietary investment business. The Group aims to maintain its leading position in the independent financial advisory industry in Hong Kong and has planned to expand its scope of business in other financial services. The acquisition of Convoy Asset Management Limited and Kerberos (Nominee) Limited in March 2014 can help the Group to expand into and develop the asset management business which is essential for building an all-rounded financial services platform.

The Board considers that the Change of Company Name could better reflect the Group’s plan to continuously expand its business coverage, as well as its diversified financial products and services and provide the Company with a new corporate identity.

The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

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 certificates of securities 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. Should the Change of Company Name become effective, any new certificates of securities will be issued only in the new name and new dual foreign name of the Company.

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange.

EGM

The EGM will be held on Wednesday, 20 August 2014 at 39th Floor, @CONVOY, 169 Electric Road, Hong Kong at 10:00 a.m. for the Shareholders to consider and, if thought fit, approve the Change of Company Name. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

Pursuant to the articles of association of the Company and the Listing Rules, voting by poll is required for any resolution put to vote at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Change of Company Name at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you propose to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, 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 appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of EGM.

Yours faithfully

On behalf of the Board

CONVOY FINANCIAL SERVICES HOLDINGS LIMITED

Wong Lee Man

Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



CONVOY FINANCIAL SERVICES HOLDINGS LIMITED

康宏理財控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1019)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Convoy Financial Services Holdings Limited (“**Company**”) will be held on Wednesday, 20 August 2014 at 39th Floor, @CONVOY, 169 Electric Road, Hong Kong at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** the name of the Company be and is hereby changed from “Convoy Financial Services Holdings Limited” to “Convoy Financial Holdings Limited” and the new dual foreign name “康宏金融控股有限公司” be and is hereby adopted to replace the existing Chinese name of the Company “康宏理財控股有限公司” (“**Change of Company Name**”) with effect from the date of entry of the new name and the new dual foreign name of the Company on the Register of Companies maintained by the Registrar of Companies of the Cayman Islands; and any one director of the Company be and is hereby authorised to do such acts and things and execute all documents or make such arrangements as he/she may in his/her absolute discretion consider necessary or expedient to effect the Change of Company Name.”

On behalf of the board of directors of the Company

CONVOY FINANCIAL SERVICES HOLDINGS LIMITED

Wong Lee Man

Chairman

Hong Kong, 25 July 2014

Registered office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

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

5th, 7th, 39th and 40th Floors
@CONVOY
169 Electric Road
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company.
2. A proxy form for use at the Meeting is enclosed in the circular to the shareholders of the Company dated 25 July 2014.
3. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services 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 Meeting or any adjournment thereof (as the case may be).
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. As at the date of this notice, the executive directors of the Company are Mr. Wong Lee Man (Chairman), Ms. Fong Sut Sam, Mr. Mak Kwong Yiu and Dr. Hui Ka Wah, Ronnie, JP; and the independent non-executive directors of the Company are Dr. Wu Ka Chee, Davy, Mr. Ma Yiu Ho, Peter and Mr. Lam Chi Keung.