
THE 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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **First China Financial Network 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 or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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首華財經網絡集團有限公司
FIRST CHINA FINANCIAL NETWORK HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 08123)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at 4/F., Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong on Tuesday, 23 May 2017 at 10:00 a.m. is set out on pages 7 to 8 of this circular.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting, and on the Company’s website at www.firstchina.hk.

13 April 2017

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 26 July 2016 in relation to, among other things, the Change of Company Name
“Board”	the board of Directors
“Change of Company Name”	the proposed change of English name of the Company from “First China Financial Network Holdings Limited” to “Sinofortune Financial Holdings Limited” and to adopt “華億金控集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “首華財經網絡集團有限公司”
“Company”	First China Financial Network Holdings Limited (首華財經網絡集團有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held at 4/F., Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong on Tuesday, 23 May 2017 at 10:00 a.m., or any adjournment thereof, for the Shareholders to consider and, if thought fit, approve the Change of Company Name
“EGM Notice”	the notice of the EGM to be despatched to the Shareholders together with this circular
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



首華財經網絡集團有限公司
FIRST CHINA FINANCIAL NETWORK HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 08123)

Executive Directors:

Mr. Wang Jiawei (*Chairman and Chief Executive Officer*)
Ms. Lai Yuk Mui

Non-executive Director:

Mr. Liu Runtong
Mr. James Beeland Rogers Jr.

Independent Non-executive Directors:

Professor Zhang Benzhen
Mr. Li Jianxing
Professor Chen Shu Wen

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:*

16th Floor
CMA Building
No. 64-66 Connaught Road Central
Hong Kong

13 April 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in respect of the Change of Company Name.

The purpose of this circular is to provide the Shareholders information in respect of the special resolution to be proposed at the EGM regarding the Change of Company Name and notice for convening the EGM.

LETTER FROM THE BOARD

CHANGE OF COMPANY NAME

As disclosed in the Announcement in relation to the Change of Company Name, the Board proposes to change the English name of the Company from “First China Financial Network Holdings Limited” to “Sinofortune Financial Holdings Limited” and to adopt “華億金控集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “首華財經網絡集團有限公司”.

Conditions of the Change of Company Name

The Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the passing of a special resolution by Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of the Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date of entry of the new English name and the dual foreign name in Chinese of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name will better reflect the current status of the Group’s business development and its direction of future development. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development.

The Board considers that the Change of Company Name is in the 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 Shareholders or the Company's daily operations or its financial position. Once the Change of Company Name has become effective, any new Share certificates of the Company issued thereafter will bear the new name of the Company.

However, all the existing Share certificates in issue bearing the present name of the Company will, after the Change of Company Name having become effective, continue to be effective and as documents of title to the Shares and will continue to 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 Share certificates bearing the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and details of the change of the English and Chinese stock short names.

EGM

A notice convening the EGM to be held at 4/F., Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong on Tuesday, 23 May 2017 at 10:00 a.m. for the purpose of considering, and if thought fit, approving the Change of Company Name is set out on pages 7 and 8 of this circular.

The Board is not aware of any requirement for any Shareholder to abstain from voting on the resolution to approve the Change of Company Name at the EGM. The special resolution proposed to be approved at the EGM will be taken by poll and an announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is disclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

The Company will make further announcement(s) regarding the effective date of the Change of Company Name and the change of the stock short names for trading in the Shares on the Stock Exchange as and when appropriate.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 Directors consider that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution to approve the Change of Company Name as set out in the notice of the EGM.

Yours faithfully,
For and on behalf of the Board
First China Financial Network Holdings Limited
Wang Jiawei
Chairman

NOTICE OF EGM



首華財經網絡集團有限公司
FIRST CHINA FINANCIAL NETWORK HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 08123)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of First China Financial Network Holdings Limited (the “Company”) will be held at 4/F., Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong on Tuesday, 23 May 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT**

- (a) subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “First China Financial Network Holdings Limited” to “Sinofortune Financial Holdings Limited” and to adopt “華億金控集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “首華財經網絡集團有限公司” (the “**Change of Company Name**”); and
- (b) the directors of the Company be and are hereby authorised to do all such acts, deeds and things, and execute all such documents, including under seal where applicable and attend necessary registration and filing for and on behalf of the Company, as they may, in their absolute discretion, deem fit in order to effect the Change of Company Name.”

By order of the Board
First China Financial Network Holdings Limited
Wang Jiawei
Chairman

Hong Kong, 13 April 2017

NOTICE OF EGM

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:*

16th Floor
CMA Building
No. 64-66 Connaught Road Central
Hong Kong

Notes:

- (i) A member entitled to attend and vote at the above EGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (ii) Where there are joint holders of any Share of the Company, any one of such joint holders may vote at the EGM, 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 be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (iii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarial certified copy of such power of attorney or authority, must be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not less than 48 hours before the time appointed for holding the EGM.
- (iv) Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person at the EGM or any adjournment thereof if he so desires. If a member attends the EGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
- (v) Save for any resolution(s) approving the procedural and administrative matters, any voting of the EGM should be taken by poll.

As of the date of this notice, the executive Directors are Mr. Wang Jiawei and Ms. Lai Yuk Mui, the non-executive Directors are Mr. Liu Runtong and Mr. James Beeland Rogers Jr. and the independent non-executive Directors are Professor Zhang Benzhen, Mr. Li Jianxing and Professor Chen Shu Wen.