
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 a 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 China Vehicle Components Technology Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

This circular appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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CHINA VEHICLE COMPONENTS TECHNOLOGY HOLDINGS LIMITED

中國車輛零部件科技控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1269)

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

A notice convening the extraordinary general meeting of China Vehicle Components Technology Holdings Limited to be held at Units 4501-02 & 12-13, 45/F, The Center, 99 Queen's Road Central, Hong Kong on Monday, 17 August 2015 at 10:30 a.m. is set out on page 4 of this circular.

Whether or not you are able to attend the extraordinary general meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar and transfer office, 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 later than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

24 July 2015

CONTENTS

	<i>Page</i>
Definitions	i
Letter from the Board	1
Notice of Extraordinary General Meeting	4

DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the change of the English name of the Company from “China Vehicle Components Technology Holdings Limited” to “China First Capital Group Limited” and the change of the Chinese name of the Company from “中國車輛零部件科技控股有限公司” to “中國首控集團有限公司”
“Company”	China Vehicle Components Technology Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the issued 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 convened to consider and, if thought fit, approve the Change of Company Name
“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
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



CHINA VEHICLE COMPONENTS TECHNOLOGY HOLDINGS LIMITED 中國車輛零部件科技控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1269)

Executive Directors:

Mr. Wilson Sea (*Chairman*)
Mr. Zhao Zhijun (*Chief Executive Officer*)
Mr. Yan Haiting
Mr. Wang Wenbo
Ms. Yang Weixia
Mr. Wang Ping

Registered Office:

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

Independent Non-executive Directors:

Mr. Chu Kin Wang, Peleus
Mr. Li Zhiqiang
Mr. Zhang Jinhua

*Principal place of business
in Hong Kong:*

Unit 390, 3rd Floor
Peninsula Centre
67 Mody Road
Tsimshatsui East
Kowloon
Hong Kong

24 July 2015

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 of the Company dated 22 July 2015 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.

PROPOSED CHANGE OF COMPANY NAME

The board proposes to change the English name of the Company from “China Vehicle Components Technology Holdings Limited” to “China First Capital Group Limited” and the Chinese name of the Company from “中國車輛零部件科技控股有限公司” to “中國首控集團有限公司”.

LETTER FROM THE BOARD

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be effective and as documents of title to the shares of the Company 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 for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, new share certificates of the Company will be issued under the new 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 names of the Company for trading of the Shares on the Stock Exchange.

CONDITIONS OF THE CHANGE OF COMPANY NAME

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

- (i) the passing of a special resolution by the 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 Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the new name is entered in the register of companies by the Registrar of Companies in the Cayman Islands. The Company will further carry out the necessary filing procedures with the Companies Registry in Hong Kong. In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the shares of the Company will also be changed after the Change of Company Name becoming effective.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the proposed name of the Company will provide a new corporate image and identity of the Company. The Board is of the opinion that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EGM

The Change of Company Name is subject to the approval of Shareholders at the EGM. The notice convening the EGM to be held at Units 4501-02 & 12-13, 45/F, The Center, 99 Queen's Road Central, Hong Kong on Monday, 17 August 2015 at 10:30 a.m. is set out on page 4 of this circular. Shareholders are advised to read the notice and complete and return the form of proxy for use at the EGM enclosed with this circular in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

A form of proxy for the EGM is enclosed with this circular. Whether you are able to attend or not, please complete and return the enclosed form of proxy to the Company's Hong Kong branch share registrar and transfer office, 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 later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the EGM in person.

RECOMMENDATION

The Directors are of the opinion that the Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolution to be proposed in the EGM.

By Order of the Board of
China Vehicle Components Technology Holdings Limited
Wilson Sea
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



CHINA VEHICLE COMPONENTS TECHNOLOGY HOLDINGS LIMITED

中國車輛零部件科技控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1269)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of China Vehicle Components Technology Holdings Limited (the “**Company**”) will be held at Units 4501-02 & 12-13, 45/F, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 17 August 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “China Vehicle Components Technology Holdings Limited” to “China First Capital Group Limited” and the Chinese name of the Company from “中國車輛零部件科技控股有限公司” to “中國首控集團有限公司” (the “**Change of Company Name**”), and that the directors of the Company be and are hereby authorised to do all things and acts and sign all documents as they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Change of Company Name.”

By Order of the Board of
China Vehicle Components Technology Holdings Limited
Wilson Sea
Chairman

Hong Kong, 24 July 2015

Notes:

- (1) Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more ordinary shares of HK\$0.1 each (the “**Shares**”) in the share capital of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
- (2) In order to be valid, a form of proxy and the power of attorney (if any) 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 Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- (3) Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the Meeting convened and in such event, the form of proxy shall be deemed to be revoked.
- (4) In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (5) As at the date of this notice, the Company’s executive directors are Mr. Wilson Sea, Mr. Zhao Zhijun, Mr. Yan Haiting, Mr. Wang Wenbo, Ms. Yang Weixia and Mr. Wang Ping, the Company’s independent non-executive directors are Mr. Chu Kin Wang, Peleus, Mr. Li Zhiqiang and Mr. Zhang Jinhua.