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

If you have sold or transferred all your shares in MISSION CAPITAL HOLDINGS LIMITED (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

MISSION CAPITAL HOLDINGS LIMITED
保興資本控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 1141)

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

A notice convening the SGM (as defined herein) of Mission Capital Holdings Limited (the “Company”) to be held at Plaza I-II, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 9:30 a.m. on Monday, 10 August 2015 is set out on pages 7 to 8 of this circular.

Whether or not you intend to attend the SGM, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, but in any event, not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjourned meeting. 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 and in such event, the instrument appointing the proxy shall be deemed to be revoked.

* For identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD.....	3
NOTICE OF SPECIAL GENERAL MEETING	7

DEFINITIONS

In this circular, unless the context otherwise requires, capitalized terms used shall have the following meanings:

“Board”	the board of Directors
“Change of Company Name”	The proposed change of the English name of the Company from “Mission Capital Holdings Limited” to “Skyway Securities Group Limited” and, for identification purpose only, the adoption of “天順證券集團有限公司” as the Chinese name of the Company to replace “保興資本控股有限公司”
“Company”	Mission Capital Holdings Limited (Stock Code: 1141), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“SGM”	the special general meeting of the Company to be held at Plaza I-II, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 9:30 a.m. on Monday, 10 August 2015 or any adjournment thereof for the purpose of considering, and if thought fit, approving the Change of Company Name
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“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

DEFINITIONS

“Proposed Major Acquisitions”	The proposed major acquisitions in relation to the acquisition of each of Skyway Futures and Skyway Securities by the Company as announced at the announcement of the Company dated 11 May 2015
“Registrar of Companies”	the Registrar of Companies in Bermuda
“SFO”	the Securities and Futures Ordinance (CAP. 571 of the Laws of Hong Kong)
“Skyway Futures”	SKYWAY FUTURES LIMITED (天順期貨有限公司), a private limited company incorporated in Hong Kong and a corporation licensed under the SFO to carry out Type 2 (dealing in futures contracts) regulated activity
“Skyway Group”	Skyway Futures and Skyway Securities
“Skyway Securities”	SKYWAY SECURITIES INVESTMENT LIMITED (天順證券投資有限公司), a private limited company incorporated in Hong Kong and a corporation licensed under the SFO to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities
“Shareholder(s)”	holders of Shares
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

MISSION CAPITAL HOLDINGS LIMITED
保興資本控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 1141)

Executive Directors:

Mr. Suen Yick Lun Philip
(Acting Chairman and Managing Director)
Mr. Lau King Hang
Mr. Kitchell Osman Bin

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Dr. Leung Shiu Ki Albert
Ms. Chen Wei
Mr. Wong Yat Fai
Mr. Man Wai Chuen
Mr. Wong Kwok Tai

*Principal place of business
in Hong Kong:*

Suite 903, 9th Floor
Great Eagle Centre
23 Harbour Road
Wanchai, Hong Kong

16 July 2015

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 2 June 2015 in relation to the Change of Company Name.

The purpose of this circular is to provide you with information relating to the Change of Company Name and to give you notice of the SGM.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Mission Capital Holdings Limited” to “Skyway Securities Group Limited” and, for identification purpose only, to adopt “天順證券集團有限公司” as the Chinese name of the Company to replace “保興資本控股有限公司”.

Conditions

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

- (i) the passing of a special resolution by the shareholders of the Company at the SGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in Bermuda granting approval for the use of new English name by the Company.

Subject to satisfaction of the conditions set out above, the proposed Change of Company Name will take effect from the date on which the Registrar of Companies enters the Company’s new English name on the register maintained by the Registrar of Companies. The Company will then comply with the necessary filing procedures in Hong Kong.

Reasons for the Change of Company Name

Reference is made to the announcement of the Company dated 11 May 2015 in relation to the Company’s proposed acquisition of Skyway Securities and Skyway Futures. The Group intends to develop its business in the financial services sector and it is contemplated by the Company that Skyway Securities and Skyway Futures will play a major role in this business segment. The Board therefore believes that the new English and Chinese names of the Company will provide the Group with a new corporate image and will better reflect the Group’s future business development. Therefore, the Board considers that the proposed Change of Company Name is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

Reference is made to announcement of the Company dated 15 June 2015, at which the Directors originally decided to coincide the publication of this circular and the SGM for the proposed Change of Company Name with that of the circular and SGM for the Proposed Major Acquisitions. However on reflection, the Directors have now decided that the relationship with the Skyway Group is of great importance and would like to cement this relationship with the proposed Change of Company Name as early as possible.

Effects of the proposed Change of Company Name

The proposed Change of Company Name will not, by itself, affect any of the rights of the Shareholders. Save for the change of stock short name to be announced by the Company, the trading arrangements for the shares of the Company on the Stock Exchange will not be affected. All existing share certificates of the Company in issue bearing the Company's existing name shall continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates under the new name of the Company. Upon the proposed Change of Company Name becoming effective, all new share certificates will be issued in the new name of the Company.

SGM

A notice convening the SGM of the Company to be held at Plaza I-II, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 9:30 a.m. on Monday, 10 August 2015 is set out on pages 7 to 8 of this circular.

Whether or not you intend to attend the SGM, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but in any event, not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjourned meeting. 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 and in such event, the appointing a proxy shall be deemed to be revoked.

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 SGM. The special resolution proposed to be approved at the SGM will be taken by poll and an announcement will be made by the Company following the conclusion of the SGM to inform the Shareholders of the poll results.

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 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 holds the view that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the special resolution approving the Change of Company Name at the SGM.

By order of the Board
Mission Capital Holdings Limited
Suen Yick Lun Philip
Acting Chairman and Managing Director

NOTICE OF SPECIAL GENERAL MEETING

MISSION CAPITAL HOLDINGS LIMITED

保興資本控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

NOTICE IS HEREBY GIVEN that a special general meeting of Mission Capital Holdings Limited (the “**Company**”) will be held at Plaza I-II, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 9:30 a.m. on Monday, 10 August 2015 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT:

- (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “Mission Capital Holdings Limited” to “Skyway Securities Group Limited” and “天順證券集團有限公司” be adopted as the Chinese name of the Company for identification purpose only to replace “保興資本控股有限公司”; and
- (b) the directors of the Company be and are hereby authorized 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 consider necessary or expedient in connection with the implementation of or giving effect to the Change of Company Name.”

By order of the Board

Mission Capital Holdings Limited

Suen Yick Lun Philip

Acting Chairman and Managing Director

Hong Kong, 16 July 2015

* For identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

Notes:

- (1) Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she or they represent as such member of the Company could exercise.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- (3) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis 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 special general meeting or adjourned meeting thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- (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 convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Where there are joint holders of any share, any one of such joint holders may vote, 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 holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.