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 licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Nga Chun Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

NGA CHUN HOLDINGS COMPANY LIMITED
雅駿控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

PROPOSED CHANGE OF COMPANY NAME
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of Nga Chun Holdings Company Limited to be held at 2806–2807, 28/F., Citibank Tower, 3 Garden Road, Central, Hong Kong on Tuesday, 29 March 2016 at 10:00 a.m. is set out on pages 7 to 9 of this circular. A form of proxy for use at the EGM (or any adjournment thereof) is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.ngachun.com.hk).

Whether or not you are able to attend and vote at the EGM (or any adjournment thereof), you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM (or any adjournment thereof) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4 March 2016

CONTENTS

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

"Board"	the board of Directors of the Company
"Change of Company Name"	the proposed change of the existing English name of the Company from "Nga Chun Holdings Company Limited" to "Gold-Finance Holdings Limited" and the existing Chinese name of the Company from "雅駿控股有限公司" to "金誠控股有限公司"
"Company"	Nga Chun Holdings Company Limited 雅駿控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1462)
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held at 2806–2807, 28/F., Citibank Tower, 3 Garden Road, Central, Hong Kong on Tuesday, 29 March 2016, at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the EGM Notice, or any adjournment thereof
"EGM Notice"	the Notice of EGM set out on pages 7 to 9 of this circular
"Group"	the Company and its subsidiaries
"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
"Latest Practicable Date"	2 March 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
"Memorandum and Articles of Association"	the memorandum and articles of association of the Company currently in force
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)" or "Member(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

NGA CHUN HOLDINGS COMPANY LIMITED
雅駿控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

Executive Directors:
Mr. Wei Jie
(Chairman and Chief Executive Officer)
Ms. Xu Li Yun
Mr. Jiang Junwei
Ms. Fan Qi

Independent Non-Executive Directors:
Mr. Niu Zhongjie
Mr. Cheung Ying Kwan
Mr. Chen Zhao

Registered Office:
Appleby Trust (Cayman) Ltd.
Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Unit B, 10/F., Summit Building
30 Man Yue Street
Hung Hom, Kowloon
Hong Kong

4 March 2016

To the Shareholders

Dear Sir/Madam,

PROPOSED CHANGE OF COMPANY NAME
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with requisite information regarding the resolutions to be proposed at the EGM to be held at 2806–2807, 28/F., Citibank Tower, 3 Garden Road, Central, Hong Kong on Tuesday, 29 March 2016 at 10:00 a.m. including (i) the Change of Company Name; and (ii) the amendments to the Memorandum and Articles of Association; and to give you the EGM Notice.

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to seek the approval from the Shareholders by way of a special resolution at the EGM to change the existing English name of the Company from "Nga Chun Holdings Company Limited" to "Gold-Finance Holdings Limited" and the existing Chinese name of the Company from "雅駿控股有限公司" to "金誠控股有限公司".

Conditions for Change of Company Name

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

1. the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and

2. the Registrar of Companies in the Cayman Islands granting the approval for the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect on the date on which the new English name and the new Chinese name of the Company are entered on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

Reference is made to the Company's joint announcement dated 15 December 2015. On 7 December 2015, Gold-Finance (Hong Kong) Asset Management Limited has become the controlling Shareholder of the Company. The Board believes that the proposed Change of Company Name will not only provide the Company with a fresh corporate image and identity, but also better reflect the relationship between the Company and its controlling Shareholder. The Board is of the opinion that the Change of Company Name will clearly benefit the Company's business development and is in the best interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders. If the Change of Company Name becomes effective, all existing share certificates in issue bearing the existing name of the Company will continue to be evidence of title to the Shares of the Company and will continue to be valid for trading, settlement, delivery and registration for the same number of Shares in the new name of the Company and the rights of any Shareholders will not be affected as a result of the Change of Company Name. Further announcement(s) will be made by the Company in relation to the poll results of the EGM, the effective date of the Change of Company Name and the changes in stock short names of the Company for trading in the shares of the Company on the Stock Exchange and the Company's website.

There will be no special arrangement for the exchange of the existing share certificates of the Company for new share certificates printed in the Company's new name as a result of the Change of Company Name. Subject to the Change of Company Name becoming effective, future share certificates will be issued under the new name of the Company.

3. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the proposed Change of Company Name, the Board also proposes to make certain amendments to the Memorandum and Articles of Association to reflect such change. Accordingly, the Board proposes to seek the approval of the Shareholders by way of a special resolution for the proposed amendments to the Memorandum and Articles of Association at the EGM. Details of the proposed amendments to the Memorandum and Articles of Association are set out in resolution no. 2 of the EGM Notice.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments comply with the requirements of the Listing Rules. The legal advisers to the Company as to Cayman Islands laws have confirmed that the proposed amendments comply with the applicable laws of the Cayman Islands. The Company also confirmed that there is nothing unusual about the proposed amendments for a Cayman Islands company listed on the Stock Exchange.

The Memorandum and Articles of Association (not including the proposed amendments set out in the EGM Notice) is available for inspection by the Shareholders at the websites of the Stock Exchange and the Company.

Shareholders are advised that the proposed amendments to the Memorandum and Articles of Association are available only in English and the Chinese translation of the proposed amendments provided in the EGM Notice is for reference only. In case of inconsistency, please refer to the English version as it shall prevail.

4. EXTRAORDINARY GENERAL MEETING, PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS

The EGM Notice, which contains, among others, the special resolutions to approve the Change of Company Name and the amendments to the Memorandum and Articles of Association is set out on pages 7 to 9 to this circular.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

A form of proxy for use at the EGM (or any adjournment thereof) is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.ngachun.com.hk). Whether or not you are able to attend and vote at the EGM (or any adjournment thereof), you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, 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 form of proxy shall not preclude you from attending and voting at the EGM (or any adjournment thereof) should you so desire and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As stated in the announcement dated 3 March 2016 of the Company, the register of members of the Company will be closed for the purpose of determining the identity of members who are entitled to attend and vote at the EGM, from Monday, 28 March 2016 to Tuesday, 29 March 2016, both days inclusive, during which period no transfer of shares of the Company will be effected.

5. VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting of the Company must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the EGM.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under rule 13.39(5) of the Listing Rules.

6. RESPONSIBILITY OF THE DIRECTORS

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.

7. RECOMMENDATION

The Board believes that the resolutions proposed in the EGM Notice are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the EGM (or any adjournment thereof).

8. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of discrepancy.

Yours faithfully,
By Order of the Board
Nga Chun Holdings Company Limited
WEI Jie
Chairman and Chief Executive Officer

NGA CHUN HOLDINGS COMPANY LIMITED
雅駿控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Nga Chun Holdings Company Limited (the "**Company**") will be held at 2806–2807, 28/F., Citibank Tower, 3 Garden Road, Central, Hong Kong on Tuesday, 29 March 2016 at 10:00 a.m. to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

1. "**THAT**:

   (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the existing English name of the Company be and is hereby changed from "Nga Chun Holdings Company Limited" to "Gold-Finance Holdings Limited" with the existing Chinese name of the Company changing from "雅駿控股有限公司" to "金誠控股有限公司"; and

   (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents as he or she may consider necessary, desirable or expedient to effect and implement the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company."

2. "**THAT**:

   (a) conditional upon the passing of the Special Resolution no. 1 set out in the notice convening the EGM, the memorandum and articles of association of the Company (the "**Memorandum and Articles of Association**") be and is hereby amended, with such amendments to take effect when the proposed change of name of the Company becomes effective, in the following manner:

      (i) by deleting the name "NGA CHUN HOLDINGS COMPANY LIMITED 雅駿控股有限公司" set out in the cover of the Memorandum and Articles of Association in its entirety and substituting therefor "Gold-Finance Holdings Limited 金誠控股有限公司";

(ii) by deleting the name "Nga Chun Holdings Company Limited 雅駿控股有限公司" in the heading on page 3 of the memorandum of association of the Company and in clause 1 of the memorandum of association of the Company in their entireties and substituting therefor "Gold-Finance Holdings Limited 金誠控股有限公司"; and

(iii) by deleting the name "Nga Chun Holdings Company Limited 雅駿控股有限公司" in the heading on page 8 of the articles of association of the Company in its entirety and substituting therefor "Gold-Finance Holdings Limited 金誠控股有限公司"; and

(b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing."

By Order of the Board
Nga Chun Holdings Company Limited
WEI Jie
Chairman and Chief Executive Officer

Hong Kong, 4 March 2016

Notes:

1. A form of proxy for use at the EGM (or any adjournment thereof) is enclosed herewith. Any shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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. A proxy need not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder.

2. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally 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 the meeting, 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.

3. In order to be valid, the form of proxy together with a power of attorney 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 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 but in any event not less than 48 hours before the time appointed for holding the EGM (or any adjournment thereof).

4. Completion and return of the proxy form in respect of the proposed resolutions for the EGM will not preclude a shareholder of the Company from attending and voting in person at the EGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the EGM (or any adjournment thereof) will be deemed to have been revoked.

5. All resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

6. The register of members of the Company will be closed from Monday, 28 March 2016 to Tuesday, 29 March 2016, both days inclusive, for the purpose of determining the right to attend and vote at the EGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all duly completed and signed transfer forms accompanied by the relevant share certificates 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, for registration no later than 4:30 p.m. on Thursday, 24 March 2016.