
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in UKF (HOLDINGS) LIMITED, you should at once hand this circular and proxy form enclosed with this circular to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer 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.



UKF (HOLDINGS) LIMITED

英裘 (控股) 有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01468)

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

A notice convening the EGM to be held at 20th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Central, Hong Kong on Tuesday, 5 November 2019, at 3:00 p.m. is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the EGM, please complete the accompanying Form of Proxy in accordance with the instructions printed on the form and return it to the office of the branch share registrar of the Company, Tricor Investor Services Limited at Level 54, 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 EGM or any adjournment of that meeting. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the EGM or any adjournment of that meeting should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

14 October 2019

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Notice of Extraordinary General Meeting	6

DEFINITIONS

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

“Board”	the board of Directors
“Company”	UKF (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are primary listed on the Main Board of the Stock Exchange (Stock Code: 1468)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of Company to be convened and held for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name
“Form of Proxy”	the form of proxy for use by Shareholders at the EGM
“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
“Proposed Change of Company Name”	the proposed change of the Company’s English name from “UKF (Holdings) Limited” to “Kingkey Financial International (Holdings) Limited” and the adoption of the Chinese name “京基金融國際(控股)有限公司” as the secondary name of the Company to replace its existing name in Chinese name “英裘(控股)有限公司”
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	Holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



UKF (HOLDINGS) LIMITED

英裘 (控股) 有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01468)

Executive Directors:

Mr. Wong Chun Chau

Ms. Kwok Yin Ning

Independent Non-executive Directors:

Ms. Mak Yun Chu

Mr. Leung Siu Kee

Mr. Hung Wai Che

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarters, head office and principal place
of business in Hong Kong:*

Room 902, 9th Floor,

Harbour Centre, Tower 2

8 Hok Cheung Street

Hung Hom, Kowloon

Hong Kong

14 October 2019

To the Shareholders,

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 27 September 2019 in relation to, among other matters, the Proposed Change of Company Name.

The purpose of this circular is to give you (i) further information regarding the Proposed Change of Company Name; and (ii) the notice of the EGM at which a special resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “UKF (Holdings) Limited” to “Kingkey Financial International (Holdings) Limited”, and to adopt a new Chinese name “京基金融國際(控股)有限公司” as the secondary name of the Company to replace its existing Chinese name “英裘(控股)有限公司”.

2.1 Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions having been satisfied:

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

Subject to the satisfaction of all the conditions set out above, the Proposed Change of Company Name will become effective from the date on which the certificate of incorporation on change of name is issued by Registrar of Companies in the Cayman Islands. Upon taking effect of the Proposed Change of Company Name and the receipt of the Certificate of Incorporation on Change of Name and the Certificate of Secondary Name, the Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

2.2 Reasons for the Proposed Change of Company Name

The Group is principally engaged in provision of securities brokerage services, margin financing to clients, underwriting and placing services, insurance brokerage, wealth management and investment products consultancy services, trading of fur skin, mink farming in Denmark, fur skin brokerage and money lending. The Board considers that the Proposed Change of Company Name will better reflect the business nature and strategic direction of future development of the Group. The Board also believes that the new English and Chinese names can provide the Company with a new corporate image and identity which will benefit the Company’s future business development and is in the interests of the Company and Shareholders as a whole.

LETTER FROM THE BOARD

2.3 Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not, by itself, affect the rights of the existing holders of securities of the Company or the Company's daily business operation and its financial position. All the existing certificates of securities of the Company in issue bearing the existing name of the Company in English and the existing Chinese name of the Company, will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities of the Company and will continue to be valid for trading, settlement, registration and delivery for the same number of securities of the Company in the new English name and the secondary name of the Company. Accordingly, there will not be any arrangement for free exchange of the existing certificates of the securities of the Company for new share certificates bearing the new English name and the secondary name of the Company. Once the Proposed Change of Company Name has become effective, any new certificates of the securities of the Company will be issued in the new English name and secondary name of the Company.

Once the Proposed Change of Company Name has become effective, any new certificates of the securities of the Company will be issued in the new English name and the new secondary name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English stock short name and the Chinese stock short name for trading of the Shares of the Company will also be changed after the Proposed Change of Company Name has become effective.

3. THE EGM

The EGM will be convened and held at 20th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Central, Hong Kong on Tuesday, 5 November 2019, at 3:00 p.m. for the purposes of considering and, if thought fit, approving, the Proposed Change of Company Name. A notice of the EGM is set out on pages 6 to 7 of this circular. The voting in relation to the Proposed Change of Company Name at the EGM will be conducted by way of a poll. After the EGM, an announcement on the poll results will be published by the Company.

To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolution to approve the Proposed 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 intend to attend the EGM, you are requested to complete the Form of Proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the EGM if they so wish and in such event, the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

4. 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.

5. RECOMMENDATION

The Board is of the opinion that the Proposed Change of Company Name will benefit the Company and is in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the special resolution to approve the Proposed Change of Company Name as set out in the notice of the EGM.

6. GENERAL

The Company will make further announcement(s) to inform the Shareholders of (i) the results of the EGM; (ii) the effective date of the Proposed Change of Company Name; and (iii) the new stock short name for trading in the Shares of the Company in due course upon the Proposed Change of Company Name becoming effective.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
Wong Chun Chau
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



UKF (HOLDINGS) LIMITED

英裘 (控股) 有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01468)

(the “Company”)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the Company will be held at 20th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Central, Hong Kong on Tuesday, 5 November 2019, at 3:00 p.m. to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT**, subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be and is hereby changed from “UKF (Holdings) Limited” to “Kingkey Financial International (Holdings) Limited” and the Chinese name “京基金融國際(控股)有限公司” to be adopted as the secondary name of the Company to replace its existing Chinese name “英裘(控股)有限公司” (the “**Proposed Change of Company Name**”), and any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he considers necessary or expedient in connection with the implementation of or in order to give effect to the Proposed Change of Company Name.”

By order of the Board
Wong Chun Chau
Chairman

Hong Kong, 14 October 2019

Notes:

1. A member of the Company who is a holder of two or more shares of the Company, and who is entitled to attend and vote at the EGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company.
2. A form of proxy for the EGM is enclosed with the Company’s circular dated 14 October 2019. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on the form together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of the branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment of that meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM and any adjournment of the EGM should he so wish. In such event, his form of proxy will be deemed to have been revoked.
4. The record date for determining shareholders' right to attend and vote at the above meeting will be 30 October 2019. In order to qualify for attending the above meeting, all transfer documents, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 30 October 2019.
5. In case of joint holders of any share of the Company, any one of such joint holders may vote, whether in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. Voting on the resolution at the EGM will be conducted by way of poll.
7. If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 2:00 p.m. on date of the EGM and/or the Hong Kong Observatory has announced at or 2:00 p.m. on date of the EGM that either of the above mentioned warnings is to be issued within the next two hours, the EGM shall be postponed. The Company will post an announcement on the websites of the Company and The Stock Exchange of Hong Kong Limited to notify the Shareholders of the date, time and place of the rescheduled meeting.
8. The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the EGM under bad weather conditions bearing in mind their own situations and if they choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the Board comprises Mr. Wong Chun Chau and Ms. Kwok Yin Ning as executive Directors, and Ms. Mak Yun Chu, Mr. Leung Siu Kee and Mr. Hung Wai Che as independent non-executive Directors.