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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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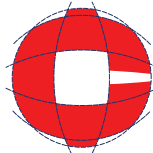
If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kate China Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, 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, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.

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中持基業控股有限公司  
Kate China Holdings Limited

### KATE CHINA HOLDINGS LIMITED

中持基業控股有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 8125)**

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

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A notice convening the extraordinary general meeting (the “EGM”) of Kate China Holdings Limited (the “Company”) to be held at Suite 2201, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 23 January 2017 at 11:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at 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 deposit the same at the Company’s share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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 adjournment thereof should you so wish.

*This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.katechina.hk](http://www.katechina.hk).*

30 December 2016

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## CHARACTERISTICS OF GEM

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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

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

“Article(s)” or “Articles of Association”	the articles of association of the Company
“Board”	the board of the Directors
“Change of Company Name”	the proposed change of the name of the Company from “Kate China Holdings Limited 中持基業控股有限公司” to “Royal Century Resources Holdings Limited 仁德資源控股有限公司”
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Kate China Holdings Limited (中持基業控股有限公司), a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on GEM
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company, from time to time
“EGM”	the extraordinary general meeting to be convened and held to consider and, if thought fit, approve, among other things, the Change of Company Name
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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 PRC
“Latest Practicable Date”	28 December 2016, being the latest practicable date prior to the bulk print of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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## DEFINITIONS

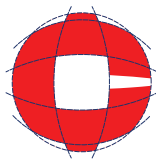
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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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中持基業控股有限公司  
Kate China Holdings Limited

### **KATE CHINA HOLDINGS LIMITED**

**中持基業控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 8125)**

*Executive Directors:*

Mr. Chan Chi Yuen (*Chairman*)

Mr. Liu Rongsheng (*Chief Executive Officer*)

*Non-executive Director:*

Mr. Tsang Kei Cheong

*Independent non-executive Directors:*

Mr. Chan Chiu Hung Alex

Mr. Wu Zhao

Mr. Lam Cheok Va

*Registered Office:*

Suite 2201, 22/F.,

China Resources Building,

26 Harbour Road,

Wanchai,

Hong Kong

30 December 2016

*To the Shareholders*

Dear Sir or Madam,

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

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM to seek Shareholders' approval for the Change of Company Name.

This circular contains further information relating to the resolution proposed so as to enable you to make an informed decision on whether to vote for or against the resolution proposed. A notice for convening the EGM is also set out in this circular and a form of proxy is included for your further action.

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

The Board on 23 December 2016 announced that it proposed to change the name of the Company from “Kate China Holdings Limited 中持基業控股有限公司” to “Royal Century Resources Holdings Limited 仁德資源控股有限公司”, subject to the conditions set out below being fulfilled.

### Conditions for the Change of Company Name

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

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in Hong Kong approving the new name in English and Chinese and issuing a certificate of change of name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect on the date of entry of the new name of the Company on the register maintained by the Registrar of Companies 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 and is in the best interests of the Company and the Shareholders as a whole.

### Effects of the Change of Company Name

The proposed 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 proposed 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) relating to the effective date of the Change of Company Name and the corresponding change in, among others, the stock short names of the Company will be made by the Company as and when appropriate.

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## LETTER FROM THE BOARD

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### EGM

A notice convening the EGM to be held at Suite 2201, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 23 January 2017 at 11:00 a.m. is set out on pages 6 to 7 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll 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. An announcement on the poll vote results will be published by the Company after the EGM on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.katechina.hk](http://www.katechina.hk) under Rule 17.47(5) of the GEM Listing Rules.

### PROXY ARRANGEMENT

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.katechina.hk](http://www.katechina.hk). 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 share registrar and transfer office of the Company, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

### RECOMMENDATION

The Directors consider that the proposed resolution set out in the notice of EGM is in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favour of the resolution to be proposed at the EGM.

### MISCELLANEOUS

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

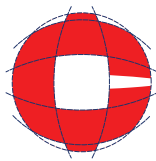
Yours faithfully,  
For and on behalf of the Board  
**Kate China Holdings Limited**  
**Chan Chi Yuen**  
*Chairman*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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中持基業控股有限公司  
Kate China Holdings Limited

### KATE CHINA HOLDINGS LIMITED

中持基業控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8125)

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Kate China Holdings Limited (the “Company”) will be held at Suite 2201, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, on Monday, 23 January 2017 at 11:00 a.m. for considering and, if thought fit, passing with or without amendments, the following resolution:

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Hong Kong, the name of the Company be changed from “Kate China Holdings Limited 中持基業控股有限公司” to “Royal Century Resources Holdings Limited 仁德資源控股有限公司” (the “**Change of Company Name**”), and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts, deeds and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board  
**Kate China Holdings Limited**  
**Chan Chi Yuen**  
*Chairman*

Hong Kong, 30 December 2016

*Registered Office:*  
Suite 2201, 22/F.,  
China Resources Building,  
26 Harbour Road,  
Wanchai,  
Hong Kong

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. 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.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. A form of proxy for use at the EGM is published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.katechina.hk](http://www.katechina.hk)).
4. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at [www.katechina.hk](http://www.katechina.hk) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the date, time and place of the rescheduled meeting.