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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, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your securities in China Soft Power Technology Holdings Limited, you should at once hand this circular, together with the enclosed 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.

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**China Soft Power Technology Holdings Limited**

**中國軟實力科技集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 139)**

**PROPOSED NAME CHANGE,  
PROPOSED RE-ELECTION OF DIRECTOR  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting of China Soft Power Technology Holdings Limited to be held at Studio 5, 7/F, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Thursday, 27 December 2018 at 9:30 a.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cspthl.com](http://www.cspthl.com)).

Whether or not you are able to attend the special general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company 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 48 hours before the time appointed for the holding of the special general meeting (i.e. no later than 9:30 a.m. on Tuesday, 25 December 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the special general meeting or any adjourned meeting thereof if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

3 December 2018

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## DEFINITIONS

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

“Announcement”	announcement of the Company dated 29 November 2018 in respect of the Name Change;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company currently in force;
“Company”	China Soft Power Technology Holdings Limited, a company incorporated in Bermuda with limited liability, with its securities listed on the main board of the Stock Exchange;
“Director(s)”	the directors of the Company;
“Group”	the Company and its subsidiaries from time to time;
“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”	29 November 2018, 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;
“Name Change”	the proposed change of the English name of the Company from “China Soft Power Technology Holdings Limited” to “Central Wealth Group Holdings Limited” and the proposed change of the secondary name of the Company in Chinese from “中國軟實力科技集團有限公司” to “中達集團控股有限公司”;
“SGM”	a special general meeting of the Company to be held at Studio 5, 7/F, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Thursday, 27 December 2018 at 9:30 a.m., to consider and, if appropriate, to approve the Name Change, a notice of which is set out on pages 7 to 8 of this circular, or any adjournment thereof;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholders”	holders of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.



**China Soft Power Technology Holdings Limited**

**中國軟實力科技集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 139)**

*Executive Directors:*

Mr. Chen Xiaodong (*Chairman*)  
Mr. Xu Ke (*Chief Executive Officer*)  
Mr. Yu Qingrui  
Ms. Lam Hay Yin

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-executive Directors:*

Mr. Kwok Chi Kwong  
Mr. Chen Youchun  
Mr. Wu Ming

*Principal Place of Business  
in Hong Kong:*

Unit 6706B-08A, Level 67  
International Commerce Centre  
1 Austin Road West, Kowloon  
Hong Kong

3 December 2018

*To the Shareholders*

Dear Sir/Madam

**PROPOSED NAME CHANGE,  
PROPOSED RE-ELECTION OF DIRECTOR  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the SGM for (i) the Name Change; and (ii) the re-election of Director and a notice of the SGM to be convened and held for the purpose of considering and, if thought fit, approving the above resolutions.

**2. PROPOSED NAME CHANGE**

Reference is made to the Announcement in respect of the Name Change.

## **LETTER FROM THE BOARD**

The Board proposes to change the English name of the Company from “China Soft Power Technology Holdings Limited” to “Central Wealth Group Holdings Limited” and to change the secondary name of the Company in Chinese from “中國軟實力科技集團有限公司” to “中達集團控股有限公司”.

The Company intends to put forward to the Shareholders for their approval of the Name Change.

### **Conditions for the Name Change**

The Name Change will be subject to (1) the passing of a special resolution by the Shareholders at the SGM to approve the Name Change; and (2) the Registrar of Companies in Bermuda approving the Name Change.

Subject to the satisfaction of the conditions set out above, the Name Change will take effect from the date on which the new English name and the new Chinese secondary name are entered by the Registrar of Companies in Bermuda on the register of companies in place of the existing English name and Chinese secondary name. The Company will then make necessary filing procedures with the Companies Registry in Hong Kong.

### **Reasons for the Name Change**

The Board considers that the Name Change will better reflect the current status of the Group’s business and its direction of future development. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit its future business development. Therefore, the Board considers that the Name Change is in the interests of the Company and the Shareholders as a whole.

### **Effects on the Name Change**

The Name Change will not affect any rights of the existing holders of securities of the Company.

All existing certificates of securities in issue bearing the present name of the Company shall, after the Name Change becoming effective, continue to be evidence of title to such securities and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing certificates of securities of the Company for new certificates bearing the new name of the Company. Any issue of new certificates of securities after the Name Change becoming effective will be under the new name of the Company.

Further announcements will be made by the Company to inform the Shareholders of the results of the SGM and the effective dates of the Name Change and the new stock short name of the Company.

## LETTER FROM THE BOARD

### 3. PROPOSED RE-ELECTION OF DIRECTOR

Pursuant to the Bye-laws and the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, Mr. Wu Ming (who has been appointed by the Board with effect from 2 October 2018) shall hold office until the SGM. The above retiring Director, being eligible, will offer himself for re-election at the SGM. Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above Director proposed to be re-elected at the SGM are set out in the appendix to this circular.

### 4. SGM AND PROXY ARRANGEMENT

The SGM will be convened and held for the purpose of considering and, if appropriate, approving (i) the Name Change; and (ii) the re-election of the Director. A notice of the SGM is set out on pages 7 to 8 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolution will be put to vote by way of poll at the SGM. An announcement on the poll vote results will be published by the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cspthl.com](http://www.cspthl.com)). Whether or not you are able to attend the SGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the Branch Share Registrar of the Company 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 48 hours before the time appointed for the holding of the SGM (i.e. no later than 9:30 a.m. on Tuesday, 25 December 2018) or any adjournment thereof. 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 if you so wish and in such event, your proxy form shall be deemed to be revoked.

### 5. RECOMMENDATION

The Directors consider that the Name Change and the re-election of the Director are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

Yours faithfully  
On behalf of the Board  
**China Soft Power Technology Holdings Limited**  
**Chen Xiaodong**  
*Chairman*

Pursuant to the Listing Rules, the details of the Director, who will retire and offer himself for re-election at the SGM, are provided below.

## **MR. WU MING**

### **Position & experience**

Mr. Wu Ming (“**Mr. Wu**”), aged 46, holds a bachelor of science with honours in business with marketing from The City University London. Mr. Wu specializes in trading business in the People’s Republic of China and Hong Kong and has extensive experience in trading and management. Mr. Wu has not held other directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

### **Length of service**

Pursuant to the letter of appointment issued by the Company to Mr. Wu, Mr. Wu has been appointed for a term of one year. His term of office is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

### **Relationships**

As far as the Directors are aware, Mr. Wu does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

### **Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wu was interested or deemed to be interested in 3,990,000 Shares, representing approximately 0.03% of the issued share capital of the Company. Save as disclosed above, Mr. Wu was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the Securities and Futures Ordinance.

### **Director’s emoluments**

Pursuant to the letter of appointment issued by the Company to Mr. Wu, Mr. Wu is entitled to receive a fixed director’s fee of HK\$120,000 per annum. He is also eligible to participate in the Company’s share option scheme. Except for the Company’s share option scheme, Mr. Wu is not eligible to participate in any bonus schemes or other benefits of the kind available to executive directors of the Company. The foregoing emolument of Mr. Wu is recommended by the Company’s Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Wu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.





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**NOTICE IS HEREBY GIVEN THAT** a special general meeting of China Soft Power Technology Holdings Limited (the “**Company**”) will be held at Studio 5, 7/F, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Thursday, 27 December 2018 at 9:30 a.m. for the purpose of considering and, if appropriate, passing with or without amendments, the following resolutions:

**SPECIAL RESOLUTION**

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “China Soft Power Technology Holdings Limited” to “Central Wealth Group Holdings Limited” and the secondary name of the Company in Chinese be changed from “中國軟實力科技集團有限公司” to “中達集團控股有限公司”, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to effect the aforesaid change of name of the Company.”

**ORDINARY RESOLUTION**

2. “**THAT** Mr. Wu Ming be and is hereby re-elected as an independent non-executive director of the Company.”

By order of the Board

**China Soft Power Technology Holdings Limited**

**Chen Xiaodong**

*Chairman*

Hong Kong, 3 December 2018

*Notes:*

- (a) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member 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.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Branch Share Registrar of the Company 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 48 hours before the time

## NOTICE OF SGM

appointed for the holding of the meeting (i.e. no later than 9:30 a.m. on Tuesday, 25 December 2018) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

- (c) The register of members of the Company will be closed from Thursday, 20 December 2018 to Thursday, 27 December 2018 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 19 December 2018.
- (d) References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the board of directors of the Company comprises:*

*Executive Directors*

Mr. Chen Xiaodong (*Chairman*)  
Mr. Xu Ke (*Chief Executive Officer*)  
Mr. Yu Qingrui  
Ms. Lam Hay Yin

*Independent Non-executive Directors*

Mr. Kwok Chi Kwong  
Mr. Chen Youchun  
Mr. Wu Ming