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

If you have sold or transferred all your securities in **Willie International Holdings Limited** (the “**Company**”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WILLIE INTERNATIONAL

Willie International Holdings Limited

威利國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

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

A notice convening a general meeting (the “**GM**”) of the Company to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 4:15 p.m. on Tuesday, 23 June 2015 is set out on pages 6 to 7 of this circular. A proxy form for use by the Shareholders at the GM is enclosed.

Whether or not you intend to attend and vote at the GM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s share registrar and transfer office, **Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong**, as soon as possible but in any event not later than 48 hours before the time appointed for holding the GM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending or voting in person at the GM or any adjournment thereof should you so wish.

5 June 2015

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DEFINITIONS

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

“Board”	the board of directors of the Company
“Change of Company Name”	the proposed change of the English name of the Company from “Willie International Holdings Limited” to “Mason Financial Holdings Limited” and the Chinese name of the Company from “威利國際控股有限公司” to “民信金控有限公司”
“Company”	Willie International Holdings Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 273)
“GM”	the general meeting of the Company to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 4:15 p.m. on Tuesday, 23 June 2015 or any adjournment thereof for the purpose of considering, and if thought fit, approving the Change of Company Name
“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
“Share(s)”	ordinary share(s) of no par value in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



WILLIE INTERNATIONAL

Willie International Holdings Limited

威利國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

Executive Directors:

Dr. Chuang Yueheng, Henry (*Chairman*)

Mr. Cheung Wing Ping

Ms. Cheung Ka Yee

Mr. Man Wai Chuen

Registered Office and Principal Office:

32/F, China United Centre

28 Marble Road

North Point

Hong Kong

Independent Non-executive Directors:

Mr. Yau Yan Ming, Raymond

Mr. Frank H. Miu

Dr. Antonio Maria Santos

5 June 2015

To the Shareholders

Dear Sir/Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 27 May 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 GM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Willie International Holdings Limited” to “Mason Financial Holdings Limited” and the Chinese name of the Company from “威利國際控股有限公司” to “民信金控有限公司”.

CONDITIONS OF THE CHANGE OF COMPANY NAME

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

1. the passing of a special resolution by the Shareholders to approve the Change of Company Name at a general meeting; and
2. the Registrar of Companies in Hong Kong approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in Hong Kong. In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the Shares will also be changed after the Change of Company Name becoming effective.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board is of the opinion that the current name does not reflect the business nature of the Company. The Change of Company Name will provide a refreshed corporate image and identity of the Company that would better reflect or align with the business nature and growth objectives of the management. The Board is of the opinion that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

The Group is principally engaged in the business of investment in securities trading, money lending, property investment and investment holding.

The recent and continual bullish sentiments in the financial and stock markets as evident by the gain in the Hang Seng Index has not only opened up potentials but also created new opportunities for the Group to further its businesses in the financial services industry, especially in the securities brokerage and money lending areas. The Board intends to signal and bring the Group closer to people into the digital age by adding an internet business platform to strengthen existing businesses, and to pursue new opportunities in the financial services industry with focus on the mass folks. Up to the date of this circular, the Group has not entered into any definitive agreement for acquiring investment targets that is discloseable under the Listing Rules.

LETTER FROM THE BOARD

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the Shareholders. All the existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be evidence 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 exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, any new share certificates of the Company will be issued under the new name of the Company.

GM

A notice convening the GM to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 4:15 p.m. on Tuesday, 23 June 2015 for the purpose of considering, and if thought fit, approving the Change of Company Name is set out on pages 6 to 7 of this circular.

A proxy form for the GM is enclosed. Whether or not you intend to attend and vote at the GM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the GM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending or voting in person at the GM or any adjournment thereof should you so wish.

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

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.

LETTER FROM THE BOARD

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 GM.

Yours faithfully,
By order of the Board
WILLIE INTERNATIONAL HOLDINGS LIMITED
Dr. Chuang Yueheng, Henry
Chairman

NOTICE OF GENERAL MEETING



WILLIE INTERNATIONAL

Willie International Holdings Limited

威利國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

NOTICE IS HEREBY GIVEN that a general meeting of Willie International Holdings Limited 威利國際控股有限公司 (the “**Company**”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 4:15 p.m. on Tuesday, 23 June 2015 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution which will be proposed as a special resolution:-

SPECIAL RESOLUTION

“**THAT:**

- (a) subject to approval of the Registrar of Companies in Hong Kong, the English name of the Company be changed from “Willie International Holdings Limited” to “Mason Financial Holdings Limited” and the Chinese name of the Company be changed from “威利國際控股有限公司” to “民信金控有限公司” (the “**Change of Company Name**”); and
- (b) the directors of the Company be and are hereby authorised to do all such acts and execute all such documents as they consider desirable, necessary or expedient for the purpose of or in connection with the implementation of or giving effect to the Change of Company Name.”

By order of the Board

WILLIE INTERNATIONAL HOLDINGS LIMITED

Dr. Chuang Yueheng, Henry

Chairman

Hong Kong, 5 June 2015

NOTICE OF GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.