

**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 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 **Manfield Chemical Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**Manfield Chemical Holdings Limited**

**萬輝化工控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1561)**

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

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A notice convening an extraordinary general meeting (the “EGM”) of Manfield Chemical Holdings Limited (the “Company”) to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 12 November 2019 at 3:00 p.m., is set out on pages 6 to 7 of this circular.

Whether or not you intend to attend and/or vote at the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar and transfer office, 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 less than 48 hours before the time appointed (i.e. 3:00 p.m. Sunday, 10 November 2019) for the EGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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## DEFINITIONS

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

“Board”	the board of Directors;
“Company”	Manfield Chemical Holdings Limited (萬輝化工控股有限公司), a 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: 1561);
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 12 November 2019 at 3:00 p.m., the notice of which is set out on pages 6 to 7 of this circular;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong;
“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 English name of the Company from “Manfield Chemical Holdings Limited” to “Pan Asia Data Holdings Inc.”, and the dual foreign name in Chinese of the Company from “萬輝化工控股有限公司” to “聯洋智能控股有限公司”;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD



**Manfield Chemical Holdings Limited**

**萬輝化工控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1561)**

*Executive Directors:*

Dr. Li Zhong Yuan (*Chairman*)

Ms. Liu Rong-Rong

*Non-executive Directors:*

Mr. Kong Muk Yin

Ms. Zuo Yi

*Independent non-executive Directors:*

Mr. Li Gong

Mr. Wang Jianping

Dr. Shi Ping

*Registered office:*

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Room 1707-8, 17/F

New World Tower 1

16-18 Queen's Road Central

Hong Kong

21 October 2019

To the Shareholders

Dear Sir or Madam,

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

**INTRODUCTION**

Reference is made to the announcement of the Company dated 10 September 2019. The purpose of this circular is to provide you with information in respect of the special resolution to be proposed at the EGM for the Proposed Change of Company Name; and the notice of EGM to be convened and held for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name.

## LETTER FROM THE BOARD

### **PROPOSED CHANGE OF COMPANY NAME**

Reflecting the Company's quest to seek suitable opportunities in the information technology sector, the Board proposes to change the English name of the Company from "Manfield Chemical Holdings Limited" to "Pan Asia Data Holdings Inc.", and the dual foreign name in Chinese of the Company from "萬輝化工控股有限公司" to "聯洋智能控股有限公司".

### **Conditions of the Proposed Change of Company Name**

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

- (i) the passing of a special resolution by the Shareholders at an EGM to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands issuing a certificate of incorporation on change of name in respect of the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name 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 Proposed Change of Company Name**

The Board considers that the Proposed Change of Company Name will better reflect the business nature of the Group upon completion of the acquisition of approximately 30.89% equity interest in the information and data services business venture as announced on 10 September 2019 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 the Company's future business development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### **Effect of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any of the rights of the Shareholders nor the Company's daily business operation and its financial position.

All existing share certificates in issue bearing the Company's existing name shall continue to be evidence of legal title and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, share certificates of the Company will be issued in the new name of the Company and the shares of the Company will be traded on the Main Board of the Stock Exchange under the new name.

## **LETTER FROM THE BOARD**

In addition, subject to confirmation by the Stock Exchange, the Company will change the English and Chinese stock short names of the Company for trading in the shares on the Stock Exchange after the Proposed Change of Company Name becomes effective. Subject to the Proposed Change of Company Name becoming effective, the Company will also adopt a new company logo.

### **THE EGM**

A notice convening the EGM to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 12 November 2019 at 3:00 p.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 and return the enclosed proxy form in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, 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 (i.e. 3:00 p.m. Sunday, 10 November 2019) for holding the EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or at any adjournment thereof (as the case may be) if you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the special resolution to be proposed at the EGM.

### **VOTING BY POLL**

The special resolution set out in the notice of EGM shall be taken by poll in accordance with the Listing Rules and the articles of association of the Company. The chairman of the EGM will explain the detailed procedures for voting by way of a poll at the EGM.

### **GENERAL**

Further announcements will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name, the new English and Chinese stock short names of the Company for trading of its shares on the Main Board and other relevant information as and when appropriate.

### **RECOMMENDATION**

The Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the special resolution as set out in the notice of EGM.

## LETTER FROM THE BOARD

### 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 enquires, 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.

Yours faithfully,  
By order of the Board  
**Manfield Chemical Holdings Limited**  
**Dr. Li Zhong Yuan**  
*Chairman*

NOTICE OF EGM



**Manfield Chemical Holdings Limited**

**萬輝化工控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1561)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Manfield Chemical Holdings Limited (the “**Company**”) will be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 12 November 2019 at 3:00 p.m. for considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

**SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the issue by the Registrar of Companies in the Cayman Islands of the certificate of incorporation on change of name in respect thereof, the English name of the Company be changed from “Manfield Chemical Holdings Limited” to “Pan Asia Data Holdings Inc.”, and its dual foreign name in Chinese be changed from “萬輝化工控股有限公司” to “聯洋智能控股有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands; and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

Yours faithfully,  
By order of the Board  
**Manfield Chemical Holdings Limited**  
**Dr. Li Zhong Yuan**  
*Chairman*

Hong Kong, 21 October 2019



## NOTICE OF EGM

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall 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 its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, 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 such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office 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 (i.e. 3:00 p.m. Sunday, 10 November 2019) for holding the EGM.
4. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the EGM or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM, the vote of the senior person who tenders a vote in person or by proxy shall be accepted to the exclusion of others. For this purpose seniority shall be determined by the vote in which the names stand in the register of members of the Company in respect of such shares.
6. The register of members of the Company will be closed from Thursday, 7 November 2019 to Tuesday, 12 November 2019, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 6 November 2019.
7. If Typhoon Signal No. 8 or above, "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the EGM but before it has opened, the meeting will be postponed and announcements about details of alternative meeting arrangements will be made.
8. As at the date of this notice, the Board comprises Dr. Li Zhong Yuan (Chairman) and Ms. Liu Rong-Rong as executive directors of the Company; Mr. Kong Muk Yin and Ms. Zuo Yi as non-executive directors of the Company; and Mr. Li Gong, Mr. Wang Jianping and Dr. Shi Ping as independent non-executive directors of the Company.