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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your Shares, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**優創金融**  
YOUTH CHAMP FINANCIAL

**優創金融集團控股有限公司**  
**YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 1160)**

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

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A notice convening the special general meeting to be held at Unit 503, 5th Floor, Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Kowloon, Hong Kong on Tuesday, 28 June 2022 at 10:30 a.m. is set out on pages SGM-1 to SGM-3 of this circular.

Whether or not you are able to attend the Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned meeting thereof should you so wish.

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 25 May 2022 in relation to the Proposed Change of Company Name
“Board”	the board of Directors
“Branch Share Registrar”	Boardroom Share Registrars (HK) Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Company”	Youth Champ Financial Group Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules governing the Listing of Securities on the Stock Exchange
“Meeting”	the special general meeting of the Company to be convened and held to consider and, if thought fit, approve the Proposed Change of Company Name as referred to in this circular, or any adjournment thereof
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Youth Champ Financial Group Holdings Limited” to “Goldstone Capital Group Limited” and the proposed adoption and registration of the Chinese name of “金石資本集團有限公司” as the secondary name of the Company to replace its existing secondary name of “優創金融集團控股有限公司”

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.10 each in the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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優創金融  
YOUTH CHAMP FINANCIAL

優創金融集團控股有限公司  
**YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 1160)**

*Executive Director:*  
Ms. Chan Mei Yan

*Non-executive Directors:*  
Mr. Yip Hoi Chung (*Vice Chairman*)  
Mr. Lee Hung Yuen  
Ms. Guo Yanchun  
Mr. Chen Huaiyuan

*Independent Non-executive Directors:*  
Mr. Xu Yanfa (*Chairman*)  
Ms. Ma Yin Fan  
Ms. Yan Yan  
Mr. Lam King

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Unit 503, 5th Floor  
Greenfield Tower  
Concordia Plaza  
1 Science Museum Road  
Kowloon, Hong Kong

6 June 2022

*To the Shareholders*

Dear Sir or Madam

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

**INTRODUCTION**

Reference is made to the Announcement of the Company in relation to the Proposed Change of Company Name that the Board proposed to change the English name of the Company from “Youth Champ Financial Group Holdings Limited” to “Goldstone Capital Group Limited” and to adopt and register the Chinese name of “金石資本集團有限公司” as the secondary name of the Company to replace its existing secondary name of “優創金融集團控股有限公司”.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide the Shareholders with, among other things, information regarding (i) the Proposed Change of Company Name; and (ii) the notice of the Meeting, at which a special resolution on the Proposed Change of Company Name will be proposed.

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

The Board proposed to change the English name of the Company from “Youth Champ Financial Group Holdings Limited” to “Goldstone Capital Group Limited” and to adopt and register the Chinese name of “金石資本集團有限公司” as the secondary name of the Company to replace its existing secondary name of “優創金融集團控股有限公司”.

### **Reasons for the Proposed Change of Company Name**

The Board is of the view that the Proposed Change of Company Name will clearly reflect the future strategic positioning and business development of the Company, and the Board believes that the new corporate image of the Company will be beneficial to the current and future business expansion and brand building of the Company. Accordingly, the Board considers that the Proposed Change of Company Name is in the interest of the Company and the Shareholders as a whole.

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

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

- (i) passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the Meeting; and
- (ii) approval of the Registrar of Companies in Bermuda for the Proposed Change of Company Name.

The relevant filings with the Registrar of Companies in Bermuda will be made after the passing of the special resolution at the Meeting to be held by the Company. The Proposed Change of Company Name will take effect after satisfaction of the above conditions and from the date of entry of the new English and Chinese names of the Company into the register of companies maintained by the Registrar of Companies in Bermuda in place of the existing names. The Registrar of Companies in Bermuda shall issue a certificate of change of name of the Company and a certificate of secondary name of the Company. The Company will then carry out all necessary filing or registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

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## **LETTER FROM THE BOARD**

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

The Proposed Change of Company Name will not, of itself, affect the rights of any Shareholder. All existing share certificates of the Company bearing the existing names of the Company will, after the Proposed Change of Company Name becomes effective, continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes. All new share certificates of the Company issued after the Proposed Change of Company Name becomes effective will bear the new names. As such, there will be no arrangement for free exchange of the existing share certificates for new share certificates.

Subject to the confirmation of the Stock Exchange and the Proposed Change of Company Name becoming effective, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed.

The Company will make further announcements on the Proposed Change of Company Name and the change in stock short names once the Proposed Change of Company Name becomes effective. The Proposed Change of Company Name will not affect the Company's daily business operation and its financial position.

### **IMPLICATIONS UNDER THE LISTING RULES**

To the best knowledge of the Directors and having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolution regarding the Proposed Change of Company Name at the Meeting.

### **SPECIAL GENERAL MEETING**

The Company will convene the Meeting at Unit 503, 5th Floor, Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Kowloon, Hong Kong on Tuesday, 28 June 2022 at 10:30 a.m. to consider and if thought fit, to approve the Proposed Change of Company Name at the Meeting.

A special resolution will be put to the vote by poll at the Meeting pursuant to the Listing Rules, 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 in accordance with the note to Rule 13.39(4) of the Listing Rules. The Company will publish an announcement on the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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A notice of the Meeting is set out on pages SGM-1 to SGM-3 of this circular at which a special resolution will be proposed to approve, among other matters, the Proposed Change of Company Name.

A form of proxy for use at the Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Branch Share Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors individually and collectively 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.

### RECOMMENDATION

The Board considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole, and would therefore recommend Shareholders to vote in favour of the relevant resolution to be proposed at the Meeting to approve the Proposed Change of Company Name.

Yours faithfully

By order of the Board of

**Youth Champ Financial Group Holdings Limited**

**Xu Yanfa**

*Chairman*



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## NOTICE OF SPECIAL GENERAL MEETING

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優創金融  
YOUTH CHAMP FINANCIAL

優創金融集團控股有限公司  
**YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED**  
(Incorporated in Bermuda with limited liability)  
(Stock code: 1160)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Youth Champ Financial Group Holdings Limited (the “**Company**”) will be held at Unit 503, 5th Floor, Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Kowloon, Hong Kong on Tuesday, 28 June 2022 at 10:30 a.m. to consider and, if thought fit, passing, with or without modifications, the following resolution (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 6 June 2022).

### SPECIAL RESOLUTION

1. “**THAT**, subject to and conditional upon the approval by the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Youth Champ Financial Group Holdings Limited” to “Goldstone Capital Group Limited” and the Chinese name of “金石資本集團有限公司” be adopted and registered as the secondary name of the Company to replace its existing secondary name of “優創金融集團控股有限公司” (the “**Proposed Change of Company Name**”), and any person appointed by the board of directors of the Company for that purpose and any one director be and is hereby authorized to execute the documents incidental thereto (with such amendments as he/she shall approve, the initialing or signature by him/her of such amendments shall be conclusive evidence of his/her approval thereof as he/she may in his/her absolute discretion deem necessary and proper to effect the aforesaid transactions) and to do such other things and to execute all such documents as may be

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## NOTICE OF SPECIAL GENERAL MEETING

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necessary and proper in connection therewith for and on behalf of the Company to give effect to the transactions contemplated thereunder and that where necessary and required, the affixation of the common seal of the Company on these documents in the presence of and signed by that person appointed for and on behalf of the Company be and are hereby approved.”

By order of the Board of  
**Youth Champ Financial Group Holdings Limited**  
**Xu Yanfa**  
*Chairman*

Tianjin, the PRC, 6 June 2022

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*  
Unit 503, 5th Floor  
Greenfield Tower  
Concordia Plaza  
1 Science Museum Road  
Kowloon, Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more separate proxy(ies) to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 6 June 2022.
3. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited (the “**Branch Share Registrar**”), at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof).
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or at any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, the vote of the senior 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 of the Company in respect of the joint holding.

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## NOTICE OF SPECIAL GENERAL MEETING

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6. Members whose names appear on the register of members of the Company on Tuesday, 21 June 2022 will be entitled to attend and vote at the Meeting. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Branch Share Registrar at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong by no later than 4:30 p.m. on Tuesday, 21 June 2022.
7. The resolution set out in this notice will be taken by poll at the Meeting.

*As at the date of this notice, the Board comprises Ms. Chan Mei Yan as executive Director; Mr. Yip Hoi Chung (Vice Chairman), Mr. Lee Hung Yuen, Ms. Guo Yanchun and Mr. Chen Huaiyuan as non-executive Directors; and Mr. Xu Yanfa (Chairman), Ms. Ma Yin Fan, Ms. Yan Yan and Mr. Lam King as independent non-executive Directors.*