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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 your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Addchance Holdings Limited**, you should at once hand this Circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this Circular.

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**ADDCHANCE HOLDINGS LIMITED**

**互益集團有限公司**

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

**(Stock code: 3344)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
CORRESPONDING AMENDMENT TO THE MEMORANDUM OF  
ASSOCIATION AND THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used on this cover shall have the same meanings as those defined in the section headed “Definitions” in this Circular unless otherwise stated.

A letter from the Board is set out on pages 2 to 5 of this Circular.

A notice convening the EGM to be held at Garden Room A&B, 2/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on 23 February 2018 at 9:30 a.m. is set out on pages 6 to 7 of this Circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this Circular. Whether or not you intend to attend and/or vote at the EGM or any adjourned meeting thereof (as the case may be) in person, you are requested to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish and in such event, the form of proxy will be deemed to have been revoked.

26 January 2018

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## DEFINITIONS

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

“Board”	the board of Directors
“Circular”	this circular
“Company”	Addchance Holdings Limited, a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3344)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held and convened to consider and, if thought fit, approve the Proposed Change of Company Name and the corresponding amendment to the M&A
“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
“M&A”	the Memorandum of Association and Articles of Association of the Company
“Proposed Change of Company Name”	the proposal to change the English name of the Company from “Addchance Holdings Limited” to “GTI Holdings Limited” and the dual foreign name in Chinese from “互益集團有限公司” to “共享集團有限公司”
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**ADDCHANCE HOLDINGS LIMITED**

**互益集團有限公司**

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

**(Stock code: 3344)**

*Executive Directors:*

Mr. Poon Sum (*Chairman*)

Mr. Cheung Tat Chung (*Chief Executive Officer*)

*Independent Non-executive Directors:*

Mr. Chan Shu Kin

Dr. Tse Kwok Sang

Mr. Chiu Wai Piu

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal  
place of business:*

9/F., 822 Lai Chi Kok Road

Cheung Sha Wan

Kowloon, Hong Kong

26 January 2018

*To all Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
CORRESPONDING AMENDMENT TO THE MEMORANDUM OF  
ASSOCIATION AND THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 13 December 2017 in respect of the Proposed Change of Company Name.

The purpose of this Circular is to provide you with further information regarding the Proposed Change of Company Name and to give you the notice of the EGM at which special resolutions will be proposed to approve the Proposed Change of Company Name and the corresponding amendment to the M&A.

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## LETTER FROM THE BOARD

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### **PROPOSED CHANGE OF COMPANY NAME AND CORRESPONDING AMENDMENT TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION**

The Board proposed to change the English name of the Company from “Addchance Holdings Limited” to “GTI Holdings Limited” and the dual foreign name in Chinese of the Company from “互益集團有限公司” to “共享集團有限公司”. The relevant provisions of the M&A will be amended in relation to the Proposed Change of Company Name. The Proposed Change of Company Name and the corresponding amendment to the M&A are subject to the approval of the Shareholders by way of special resolutions at the EGM.

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

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

- (i) the passing of special resolutions by the Shareholders approving the Proposed Change of Company Name and the corresponding amendment to the M&A at the EGM; and
- (ii) the approval of the new name by the Registrar of Companies in the Cayman Islands.

The relevant filing(s) with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolutions at the EGM. Subject to satisfaction of the conditions set out above, the Proposed 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 the Cayman Islands certifying that the new English name and the dual foreign name in Chinese of the Company have been registered.

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

The Board considers that the proposed new Company name, GTI Holdings Limited 共享集團有限公司, can more reflect its corporate image and identity, acknowledging the future expansion, growth and diversity of the Group and it is in the best interests of the Company and its Shareholders as a whole.

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

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Proposed 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 for the same number of Shares in the new name of the Company. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificates will be issued in the new name of the Company.

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## LETTER FROM THE BOARD

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In addition, subject to the confirmation by the Stock Exchange, the stock short name of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Company Name and details of the change of the stock short name of the Company under which the Shares will be traded on the Stock Exchange.

### **Amendment to the M&A**

The M&A will be amended in relation to the Proposed Change of Company Name. At the EGM, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve, subject to the approval of the new name by the Registrar of Companies in the Cayman Islands, an amendment to the M&A to replace all references to “Addchance Holdings Limited 互益集團有限公司” with “GTI Holdings Limited 共享集團有限公司” in order to reflect the new name.

### **THE EGM**

The notice convening the EGM is set out on pages 6 to 7 of this Circular. The EGM will be held on 23 February 2018 at 9:30 a.m. at Garden Room A&B, 2/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong for the purpose of considering and, if thought fit, to approve the Proposed Change of Company Name and the corresponding amendment to the M&A.

A form of proxy for use at the EGM is enclosed with this Circular.

Whether or not you intend to attend and/or vote at the EGM or any adjourned meeting thereof (as the case may be) in person, you are requested to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish and in such event, the form of proxy will be deemed to have been revoked.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the special resolutions to be proposed at the EGM to approve the Proposed Change of Company Name and the corresponding amendment to the M&A.

The special resolutions proposed to be approved at the EGM will be taken by poll and an announcement on the results of the EGM will be made by the Company thereafter.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 20 to 23 February 2018 (both dates inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No transfer of Shares will be registered during this period. Shareholders whose names appear on the register of members of the Company on 15 February 2018 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on 15 February 2018.

### RECOMMENDATION

Having taken into account the reasons for the Proposed Change of Company Name as set out in this letter from the Board above, the Board considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolutions to be proposed at the EGM to approve the Proposed Change of Company Name and the corresponding amendment to the M&A.

### 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.

By Order of the Board  
**Addchance Holdings Limited**  
**Poon Sum**  
*Chairman & Executive Director*

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## NOTICE OF THE EGM

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### **ADDCHANCE HOLDINGS LIMITED**

**互益集團有限公司**

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

**(Stock code: 3344)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Addchance Holdings Limited (the “Company”) will be held at Garden Room A&B, 2/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on 23 February 2018 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as special resolutions of the Company:

#### **SPECIAL RESOLUTIONS**

1. That subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be and is hereby changed from “Addchance Holdings Limited” to “GTI Holdings Limited” and the dual foreign name in Chinese of the Company from “互益集團有限公司” to “共享集團有限公司” (the “Proposed Change of Company Name”);
2. That subject to the passing of special resolution 1 above and the new name being entered into the Register of Companies by the Registrar of Companies of the Cayman Islands, the memorandum of association and articles of association of the Company be amended by replacing all references to “Addchance Holdings Limited 互益集團有限公司” with “GTI Holdings Limited 共享集團有限公司”; and
3. That any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised to execute all such other documents and agreements for and on behalf of the Company and do all such acts and things as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Proposed Change of Company Name and the corresponding amendment to the memorandum of association and articles of association of the Company.

By Order of the Board  
**Addchance Holdings Limited**  
**Poon Sum**  
*Chairman & Executive Director*

Hong Kong, 26 January 2018



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## NOTICE OF THE EGM

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*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Notes:*

1. The register of members of the Company will be closed from 20 February 2018 to 23 February 2018 (both dates inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No transfer of Shares will be registered during this period. Shareholders whose names appear on the register of members of the Company on 15 February 2018 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on 15 February 2018.
2. Any member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of only part of his holding of shares in the Company. A proxy need not be a member of the Company.
3. 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. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holder 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 be present at the EGM the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and 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.
7. As at the date of this notice, the Board comprises (i) Mr. Poon Sum (Chairman) and Mr. Cheung Tat Chung (Chief Executive Officer) as executive Directors; and (ii) Mr. Chan Shu Kin, Dr. Tse Kwok Sang and Mr. Chiu Wai Piu as independent non-executive Directors.