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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 Central Wealth Financial Group Limited, 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, a 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 transferee(s).

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中達金融集團有限公司
Central Wealth Financial Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

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

A notice convening an extraordinary general meeting (the “EGM”) of Central Wealth Financial Group Limited 中達金融集團有限公司, to be held at Room 912, 9/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 1 November 2016 at 11:00 a.m. is set out in this circular. A form of proxy for use at the EGM is enclosed in this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk).

Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting if you so wish.

6 October 2016

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Central Wealth Financial Group Limited” to “Future World Financial Holdings Limited” and to adopt the Chinese name “未來世界金融控股有限公司”. Upon the said changes becoming effective, the Company will cease to use its Chinese name “中達金融集團有限公司” for identification purpose
“Company”	Central Wealth Financial Group Limited 中達金融集團有限公司, a company incorporated in the Cayman Islands with limited liability with its securities listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to approve the Change of Company Name
“Group”	the Company and its subsidiaries from time to time
“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
“Shares(s)”	the ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Sky Faith”	Sky Faith International Investment Limited, a company incorporated in Hong Kong with limited liability and a direct wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



中達金融集團有限公司
Central Wealth Financial Group Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 572)

Executive Directors:

Mr. Siu Yun Fat (*Chairman*)
Mr. Liu Steven Qiang (*Chief Executive Officer*)
Ms. Cheng So Sheung
Mr. Lau Fai Lawrence
Mr. Yu Qingrui

Registered office:

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

Independent Non-Executive Directors:

Mr. Cheng Yong Yau
Mr. Siu Siu Ling, Robert
Mr. Tam Tak Wah
Mr. Michael John Viotto

*Principal place of business
in Hong Kong:*

Room 912, 9/F
New East Ocean Centre
9 Science Museum Road
Tsim Sha Tsui East, Kowloon,
Hong Kong

6 October 2016

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with, among other matters, further details regarding the Change of Company Name.

The notice setting out details of the resolution to be proposed at the EGM is set out on pages 7 to 8 of this circular.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME AND ADOPTION OF CHINESE NAME

The Board proposes to change the English name of the Company from “Central Wealth Financial Group Limited” to “Future World Financial Holdings Limited” and to adopt the Chinese name “未來世界金融控股有限公司”. Upon the Change of Company Name becoming effective, the Company will cease to use its Chinese name “中達金融集團有限公司” for identification purpose.

CONDITIONS FOR THE CHANGE OF COMPANY NAME

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

1. the approval by the Shareholders by way of special resolution at the EGM of the Company; and
2. the Registrar of Companies of the Cayman Islands 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 Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Company will further carry out the necessary filing procedures with the Companies Registry in Hong Kong.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Change of Company Name becomes effective.

REASON FOR THE CHANGE OF COMPANY NAME

In the midst of an emerging digital and technological era, the Board sees the need to keep pace with as well as to captivate on this fast evolving technological market. Information technology is taking an increasingly central role in dictating the development of today’s commercial behaviours. By integrating the experience, values and vision of the management of the Company with this fast changing market phenomenon paves the foundation for the long-term success of the Company.

LETTER FROM THE BOARD

As stated in the annual report of the Company for the year ended 31 December 2015, the Board has been actively exploring other business opportunities to diversify its business portfolio with significant growth potential. The Group plans to diversify its business portfolio in developing an e-commerce platform (the “**E-Platform**”) to keep pace with the technological market. To explore business potential of the E-Platform, on 23 September 2016, Sky Faith entered into a license agreement (the “**Agreement**”) with a licensee (the “**Licensee**”) in relation to the operation of the E-Platform as a membership points redemption online store (the “**Membership Points Redemption Online Store**”). Pursuant to the Agreement, Sky Faith as the licensor granted to the Licensee an exclusive license to operate the Membership Points Redemption Online Store and the Licensee shall pay Sky Faith a monthly license fee calculated with reference to the transaction volume of the Membership Points Redemption Online Store. The Board is optimistic about the business prospects of the Membership Points Redemption Online Store, which marks the beginning of the Group entering a whole new era.

It is therefore proposed that the Company shall change its company name to “Future World Financial Holdings Limited 未來世界金融控股有限公司” so as to better reflect the long-term vision of the Company.

The Board is of the view that the new name will create a new corporate image and the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

EFFECT OF CHANGE OF COMPANY NAME

The Change of Company Name will not affect the rights of any Shareholders. All existing share certificates of the Company in issue bearing the existing and previous names of the Company will, after the Change of Company Name becoming effective, continue to be valid as legal title to the Shares and will continue to be valid for trading, settlement and delivery purposes.

Any new share certificates of the Company issued after the Change of Company Name has become effective will bear the Company’s new name. There will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the Company’s new name.

Further announcement(s) will be made by the Company in relation to the results of the EGM, the effective date of the Change of Company Name, the new stock short name for trading in the shares of the Company and the address of the new website of the Company as and when appropriate.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages 7 to 8 of this circular. At the EGM, a special resolution will be proposed to approve, inter alia, the Change of Company Name. In compliance with the Listing Rules, the special resolution will be voted by way of poll and the results of the EGM will be published after the EGM.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange. Whether or not you are able to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

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.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Change of Company Name is in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the special resolution as set out in the notice of the EGM on pages 7 to 8 of this circular.

By order of the Board
Central Wealth Financial Group Limited
Siu Yun Fat
Chairman

NOTICE OF EGM



中達金融集團有限公司

Central Wealth Financial Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Central Wealth Financial Group Limited (the “**Company**”) will be held at Room 912, 9/F., New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 1 November 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Central Wealth Financial Group Limited” to “Future World Financial Holdings Limited” and the Chinese name of “未來世界金融控股有限公司” be adopted as the dual foreign name of the Company in place of its existing Chinese name “中達金融集團有限公司” with effect from the date of entry of the new English name and dual foreign name on the register maintained by the Registrar of Companies in the Cayman Islands, and that any one director of the Company be and is hereby authorised to do all things and acts and sign all documents as they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the aforesaid change of Company name.”

By order of the Board

Central Wealth Financial Group Limited

Siu Yun Fat

Chairman

Hong Kong, 6 October 2016

NOTICE OF EGM

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a shareholder 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 appointer or of his attorney duly authorised in writing or, if the appointer 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 (if required by the Board) 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 Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any Shares, any one of such joint holders may attend and vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be 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, 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.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

As at the date of this notice, the Board comprises (i) five executive Directors, namely Mr. Siu Yun Fat, Mr. Liu Steven Qiang, Ms. Cheng So Sheung, Mr. Lau Fai Lawrence and Mr. Yu Qingrui; and (ii) four independent non-executive Directors, namely Mr. Cheng Yong Yau, Mr. Siu Siu Ling, Robert, Mr. Tam Tak Wah and Mr. Michael John Viotto.