
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 you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in Sing On Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or registered dealer in securities, through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Sing On Holdings Limited

成安控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1751)

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

A notice convening the EGM to be held at Room 2, Level 8, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 22 August 2018, at 11:00 a.m. is set out on pages 7 to 8 of this circular. Whether you are able to attend the EGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the EGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

25 July 2018

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DEFINITIONS

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

“Announcement”	the proposed change of company name announcement of the Company dated 25 July 2018
“Board”	the board of Directors
“Change of Company Name”	the proposal for change of the English name and the dual foreign name in Chinese of the Company from “Sing On Holdings Limited 成安控股有限公司” to “Kingland Group Holdings Limited 景聯集團控股有限公司” respectively
“Company”	Sing On Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 2, Level 8, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 22 August 2018 at 11:00 a.m., or, where the context so admits, any adjournment of such extraordinary general meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Kingland Macau”	景聯混凝土鑽鑿有限公司 (translated as Kingland Concrete Drilling Company Limited), a company incorporated in Macau with limited liability and an indirect wholly-owned subsidiary of the Company
“Kingland (Sino)”	Kingland (Sino) Company Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities of the Stock Exchange

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

Sing On Holdings Limited
成安控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1751)

Executive Directors:

Mr. Cheung Shek On

(Chairman and Chief Executive Officer)

Mr. Chan Yuk Sing

Non-executive Director:

Mr. Kuan Hong Kin Daniel

Independent Non-executive Directors:

Mr. Chan Ngai Sang Kenny

Mr. Chow Chun To

Mr. Yam Chiu Fan Joseph

Registered office:

Clifton House,

75 Fort Street,

PO Box 1350,

Grand Cayman, KY1-1108,

Cayman Islands

Principal place of

business in Hong Kong:

Flat B, G/F, Fu Hop Factory Building,

209 and 211 Wai Yip Street,

Kwun Tong, Kowloon,

Hong Kong

25 July 2018

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 information relating to the resolution to be proposed at the EGM in respect of the proposed Change of Company Name.

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Announcement. The Board proposes to change the English name and the dual foreign name in Chinese of the Company from “Sing On Holdings Limited 成安控股有限公司” to “Kingland Group Holdings Limited 景聯集團控股有限公司” respectively. The proposed Change of Company Name is subject to approval by the Shareholders and the Registrar of Companies in the Cayman Islands.

LETTER FROM THE BOARD

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name can enhance the corporate identity and image of the Company. Currently, the business activities of the Group have been carried out through its two principal operating subsidiaries, namely Kingland (Sino) and Kingland Macau, in Hong Kong and Macau, respectively. The Company was listed on GEM of the Stock Exchange in December 2016 and the listing of the Shares was subsequently transferred from GEM to the Main Board in June 2018. The Board considers that the Group has achieved better market position in the demolition industry in Hong Kong with its status as a listed issuer. Besides, Kingland (Sino) was registered as a Registered Specialist Contractor of the Buildings Department for demolition works in 2016, which indicates its expertise in undertaking demolitions under the regulatory regime of the Buildings Ordinance. The Board considers that the above achievements are attributable to the business performance of Kingland (Sino) and Kingland Macau in recent years, as well as the dedication and expertise of their staff and management teams.

In view of the aforesaid and having considered that the Group has conducted its business activities under the brand of “Kingland” since its establishment in the year of 1985, the Board is of the view that the proposed new name of the Company will better align the identity of the Company with those of its principal operating subsidiaries so as to capitalise on the business goodwill accumulated by the Group under the brand of “Kingland” over the years. Therefore, the Board believes the Change of Company Name is beneficial to the business development of the Group and is in the best interests of the Company and its Shareholders as a whole.

CONDITIONS FOR THE CHANGE OF COMPANY NAME

The Change of Company Name will become effective subject to the satisfaction of all of the following conditions:

1. the approval by the Shareholders by way of special resolution at the EGM; and
2. the approval by the Registrar of Companies in the Cayman Islands on the Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. 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 in place of the former English name and the dual foreign name in Chinese of the Company and issues a certificate of incorporation on change of name. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

EFFECT ON THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and its financial position.

All existing share certificates in issue bearing the present name of the Company will, after the proposed Change of Company Name becoming effective, continue to be evidence of title to such shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English stock short name and the Chinese stock short name for trading of the Shares on the Stock Exchange will also be changed to "KINGLAND" and "景聯" respectively after the proposed Change of Company Name becomes effective.

CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend and vote at the EGM (or any adjournment thereof), the register of members of the Company will be closed from Friday, 17 August 2018 to Wednesday, 22 August 2018, both days inclusive, during which period no share transfer will be effected. All transfers 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 16 August 2018.

EXTRAORDINARY GENERAL MEETING

The notice convening the EGM at which special resolution will be proposed, *inter alia*, the proposed Change of Company Name is set out on pages 7 to 8 of this circular.

A proxy form for the EGM is enclosed herewith. Whether you are able to attend the EGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the EGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the proposed Change of Company Name and accordingly, no Shareholder is required to abstain from voting on the special resolution to be proposed at the EGM.

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.

RECOMMENDATION

The Directors consider that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolution approving such matters.

Yours faithfully,
For and on behalf of the Board
Sing On Holdings Limited
Cheung Shek On
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

Sing On Holdings Limited 成安控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1751)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “Meeting”) of shareholders of Sing On Holdings Limited (the “Company”) will be held at Room 2, Level 8, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 22 August 2018, at 11:00 a.m. for the purpose of 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 approval of the Registrar of Companies of the Cayman Islands by way of issuing a certificate of incorporation on change of name, (i) the English name of the Company be changed from “Sing On Holdings Limited” to “Kingland Group Holdings Limited”; and (ii) the dual foreign name in Chinese of the Company be changed from “成安控股有限公司” to “景聯集團控股有限公司” with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands, and that any one director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Sing On Holdings Limited
Cheung Shek On
Chairman

Hong Kong, 25 July 2018

Notes:

- (1) An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her stead at the Meeting (or at any adjournment of it) provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder of the Company.
- (2) Where there are joint registered holders of any shares, any one of such persons may vote at the Meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) 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 relevant joint holding.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (3) A proxy form for use at the Meeting is enclosed.
- (4) In order to be valid, the completed proxy form must be received by the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Meeting or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Hong Kong branch share registrar and transfer office of the Company together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
- (5) For the purposes of determining shareholders' eligibility to attend, speak and vote at the Meeting (or at any adjournment of it), the register of members of the Company will be closed from Friday, 17 August 2018 to Wednesday, 22 August 2018 (both dates inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to attend, speak and vote at the above meeting (or at any adjournment of it), all properly completed transfer documents accompanied by the relevant share certificate must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 August 2018.
- (6) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
- (7) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of the Company (www.singon.com.hk) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

As at the date of this notice, the Directors are:

Executive Directors

Mr. Cheung Shek On (*Chairman and Chief Executive Officer*) and Mr. Chan Yuk Sing

Non-executive Director

Mr. Kuan Hong Kin Daniel

Independent Non-executive Directors

Mr. Chan Ngai Sang Kenny, Mr. Chow Chun To and Mr. Yam Chiu Fan Joseph