
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 Lung Cheong International Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**LUNG CHEONG INTERNATIONAL HOLDINGS LIMITED****龍昌國際控股有限公司****(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 348)**

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

A notice convening an extraordinary general meeting of Lung Cheong International Holdings Limited to be held at Unit 11, First Floor, Houston Centre, 63 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 5 January 2015 at 11:30 a.m. or immediately after the close of the extraordinary general meeting to be held at the same place and on the same date at 11:00 a.m., whichever is earlier, is set out on pages 7 to 9 of this circular and a form of proxy for use at the extraordinary general meeting is enclosed herein.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the extraordinary general 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 should you so wish.

11 December 2014

* For identification purposes only

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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
“Change of Company Name”	the proposed change of the name of the Company from “Lung Cheong International Holdings Limited” to “Haier Healthwise Holdings Limited 海爾智能健康控股有限公司” and upon the said changes becoming effective, the adoption of its existing Chinese name “龍昌國際控股有限公司” for identification purpose will be discontinued
“Company”	Lung Cheong International Holdings Limited (龍昌國際控股有限公司*), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if appropriate, to approve and pass the resolutions contained in the notice of EGM, or any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	8 December 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	Percentage

LETTER FROM THE BOARD



LUNG CHEONG INTERNATIONAL HOLDINGS LIMITED

龍昌國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 348)

Executive Directors:

Mr. Diao Yunfeng

(Chairman and Chief Executive Officer)

Mr. Leung Lun, *M.H.*

Ms. Fang Fang

Independent Non-executive Directors:

Mr. Ye Tian Liu

Mr. Lai Yun Hung

Dr. Ko Peter, Ping Wah

Registered office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

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

Lung Cheong Building

1 Lok Yip Road

Fanling

New Territories

Hong Kong

11 December 2014

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information regarding the Change of Company Name; the amendments to the Memorandum and Articles of Association to be proposed at the EGM; and the notice of the EGM.

* *For identification purposes only*

LETTER FROM THE BOARD

CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Lung Cheong International Holdings Limited” to “Haier Healthwise Holdings Limited 海爾智能健康控股有限公司” and the Company would no longer adopt its existing Chinese name “龍昌國際控股有限公司” for identification purpose.

Conditions for Change of Company Name

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

1. the passing of a special resolution by the Shareholders to approve the Change of Company Name at the EGM; and
2. the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect on the date on which the special resolution to effect the change of name is passed at the EGM, and will be evidenced by the Certificate of Incorporation on Change of Name issued 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 Change of Company Name

The Group has been expanding its business focus from manufacturing and sales of toys only into research and development, marketing and distribution of commercial kitchen and consumer electronic products. The Board considers that the proposed Change of Company Name will better reflect the business focus and development of the Group. The Board believes that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders. If the Change of Company Name becomes effective, all existing share certificates in issue bearing the existing name of the Company will continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, delivery and registration for the same number of shares in the new name of the Company and the rights of any Shareholders will not be affected as a result of the Change of Company Name. Further announcement in relation to the change in stock short names will be made by the Company.

LETTER FROM THE BOARD

There will be no special arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the Company's new name. Subject to the Change of Company Name becoming effective, future share certificates will be issued under the new name of the Company.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the proposed Change of Company Name, the Board proposes to make certain amendments to the Memorandum and Articles of Association to reflect the Change of Company Name and to seek the approval of the Shareholders for the proposed amendments to the Memorandum and Articles of Association at the EGM. The proposed amendments to the Memorandum and Articles of Association will be subject to the approval by the Shareholders in form of a special resolution. Full text of the principal amendments are set out in the notice of EGM.

The Company has been advised by its legal advisers that the proposed amendments to the Memorandum and Articles of Association are in compliance with the requirements of both the Listing Rules and the Cayman Islands laws. The Company also confirmed that there is nothing unusual about the proposed amendments to the Memorandum and Articles of Association for a company listed on the Stock Exchange.

EGM AND PROXY ARRANGEMENT

A notice convening the EGM to be held at Unit 11, First Floor, Houston Centre, 63 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 5 January 2015 at 11:30 a.m. or immediately after the close of the extraordinary general meeting to be held at the same place and on the same date at 11:00 a.m., whichever is earlier, is set out on pages 7 to 9 of this circular and a form of proxy for use at the EGM is enclosed herein. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.e-lci.com.

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolutions regarding the Change of Company Name and the amendments to the Memorandum and Articles of Association at the EGM.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Change of Company Name and the amendments to the Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

VOTING AT EGM

Pursuant to Rules 13.39(4) and 13.39(5) of the Listing Rules (except for procedural and administrative matters), any vote of shareholders of listed issuers at a general meeting must be taken by poll and the listed issuers must announce the poll results in the prescribed manner. Accordingly, the chairman of the EGM will demand a poll on each and every resolution put to the vote at the EGM.

After the conclusion of the EGM, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.e-lci.com.

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.

Yours faithfully,

For and on behalf of the Board

Lung Cheong International Holdings Limited

Diao Yunfeng

Chairman and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING



LUNG CHEONG INTERNATIONAL HOLDINGS LIMITED

龍昌國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 348)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Lung Cheong International Holdings Limited (the “**Company**”) will be held at Unit 11, First Floor, Houston Centre, 63 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 5 January 2015 at 11:30 a.m. or immediately after the close of the extraordinary general meeting to be held at the same place and on the same date at 11:00 a.m., whichever is earlier, to consider and, if thought fit, to pass the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT**

- (A) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be and is hereby changed from “Lung Cheong International Holdings Limited” to “Haier Healthwise Holdings Limited 海爾智能健康控股有限公司” and the adoption of its existing Chinese name “龍昌國際控股有限公司” for identification purpose be and is hereby discontinued; and
- (B) any one of the directors of the Company be and is hereby authorized to do all such acts and things and execute all such documents as he or she may consider necessary, desirable or expedient to effect and implement the change of name of the Company.”

2. “**THAT**

- (A) subject to the passing of the Special Resolution No. 1 set out in the notice convening the Meeting, the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) be and is hereby amended, with such amendments to take effect when the proposed change of name of the Company becomes effective, in the following manner:
 - (a) by deleting the name “Lung Cheong International Holdings Limited” set out in the cover of the Memorandum and Articles of Association in its entirety and substituting therefor “Haier Healthwise Holdings Limited 海爾智能健康控股有限公司”;

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) by deleting the name “Lung Cheong International Holdings Limited” in the heading on page 1 of the memorandum of association of the Company and in clause 1 of the memorandum of association of the Company in their entirety and substituting therefor “Haier Healthwise Holdings Limited 海爾智能健康控股有限公司”; and
- (c) by deleting the name “Lung Cheong International Holdings Limited” in the heading on page 1 of the articles of association of the Company and in the definition of “the Company” in Article 2 of the articles of association of the Company in their entirety and substituting therefor “Haier Healthwise Holdings Limited 海爾智能健康控股有限公司”; and
- (B) the directors of the Company be and are hereby authorized to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

By order of the Board

Lung Cheong International Holdings Limited

Diao Yunfeng

Chairman and Chief Executive Officer

Hong Kong, 11 December 2014

Registered office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

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

Lung Cheong Building
1 Lok Yip Road
Fanling
New Territories
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Resolutions at the meeting will be taken by poll pursuant to the Company's articles of association and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy need not be a member of the Company.
3. To be valid, the form of 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 must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. As at the date hereof, the executive Directors are Mr. Diao Yunfeng, Mr. Leung Lun, *M.H.*, Ms. Fang Fang; and the independent non-executive Directors are Mr. Ye Tian Liu, Mr. Lai Yun Hung and Dr. Ko Peter, Ping Wah.
5. In case of any inconsistency, the English text of this notice shall prevail over the Chinese text.