

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 **CHerish Holdings Limited** (the “Company”) you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer 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 howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

CHerish Holdings Limited

東盈控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2113)

(1) PROPOSED CHANGE OF COMPANY NAME, (2) PROPOSED AMENDMENTS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION, AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “DEFINITIONS” in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the EGM to be held at Room 13, 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 31 January 2019 at 11:00 a.m. or any adjournment thereof is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice and complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services 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 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 should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

11 January 2019

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of Extraordinary General Meeting	7

DEFINITIONS

The following words and phrases used in this circular have the same meanings set out below unless the context requires otherwise:

“Board”	the board of Directors of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	CHerish Holdings Limited 東盈控股有限公司, an exempted 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
“Extraordinary General Meeting” or “EGM”	an extraordinary general meeting of the Company to be held at Room 13, 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 31 January 2019 at 11:00 a.m. or any adjournment thereof to approve the Proposed Change of Company Name and the Proposed Amendments
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong
“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 as amended from time to time
“Memorandum and Articles of Association”	the amended and restated memorandum of association and articles of association of the Company as amended from time to time
“PRC” or “China” or “Mainland”	The People’s Republic of China, and for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Amendments”	the proposed amendments of the Memorandum and Articles of Association to reflect the Proposed Change of Company Name

DEFINITIONS

“Proposed Change of Company Name”	the proposed change of the English name of the Company from “CHerish Holdings Limited” to “Century Group International Holdings Limited” and the dual foreign name in Chinese of the Company from “東盈控股有限公司” to “世紀集團國際控股有限公司”
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company, unless specified otherwise
“Shareholders”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

CHerish Holdings Limited

東盈控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2113)

Executive Directors:

Mr. Zhang Chengzhou (*Chairman*)
Mr. Li Xiangzhong (*Chief Executive Officer*)
Mr. Cao Jun

Non-Executive Director:

Mr. Cao Qian

Independent Non-executive Directors:

Mr. Cheung Wai Lun Jacky
Mr. Lee Chi Ming
Mr. Tang Chi Wai

Registered Office:

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

Head Office and

Principal Place of Business:

Office D, 16/F
Kings Wing Plaza 1
No. 3 On Kwan Street
Shek Mun
New Territories
Hong Kong

11 January 2019

To Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME,
(2) PROPOSED AMENDMENTS OF THE
MEMORANDUM AND ARTICLES OF ASSOCIATION,
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 10 January 2019 in relation to the Proposed Change of Company Name and the Proposed Amendments.

As announced in the Company's announcement dated 10 January 2019, the Board proposes to change its English name from "CHerish Holdings Limited" to "Century Group International Holdings Limited", and the dual foreign name in Chinese of the Company from "東盈控股有限公司" to "世紀集團國際控股有限公司". The Board also proposes to amend the Memorandum and Articles of Association to reflect the Proposed Change of Company Name.

The purpose of this circular is to provide you with information on the Proposed Change of Company Name and the Proposed Amendments, and the notice of the EGM.

LETTER FROM THE BOARD

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board believes that the Proposed Change of Company Name will provide the Company with a new corporate image and will reflect the Company's relationship with its new controlling Shareholder, China Century Holdings Limited and its related group members following the closing of the acquisition of controlling interest in the Company as set out in the announcement of the Company dated 24 October 2018.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

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

- (a) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM; and
- (b) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of all the conditions set out above, the Proposed Change of Company Name will take effect from the date on which Registrar of Companies in the Cayman Islands issues the certificate of incorporation on change of name. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong under the Companies Ordinance.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company 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 securities and the existing share certificate of the Company 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 of securities for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective new certificates of securities will be issued only in the new name of the Company.

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

PROPOSED AMENDMENTS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Proposed Change of Company Name, the Board also proposes to amend the Memorandum and Articles of Association to reflect the Proposed Change of Company Name by replacing all references therein to "CHerish Holdings Limited 東盈控股有限公司" with "Century Group International Holdings Limited 世紀集團國際控股有限公司". The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at

LETTER FROM THE BOARD

the EGM and the aforesaid amendments shall become effective subject to the Proposed Change of the Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

At the EGM, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve, subject to the passing of a special resolution for the Proposed Change of Company Name, the Proposed Amendments.

EGM

The Proposed Change of Company Name and the Proposed Amendments are to be considered and, if thought fit, approved by the Shareholders by way of special resolutions at the EGM to be held on Thursday, 31 January 2019 at 11:00 a.m.

A notice convening the EGM is set out on pages 7 to 8 of this circular. The voting in relation to the Proposed Change of Company Name and the Proposed Amendments at the EGM will be conducted by poll. You will find the enclosed proxy form for use at the EGM. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 28 January 2019 to Thursday, 31 January 2019 (both days inclusive), for the purpose of determining the Shareholders' eligibility to attend and vote at the EGM to be held on Thursday, 31 January 2019, and during which no transfer of Shares will be effected. In order to qualify for attendance of and vote at the EGM to be held on Thursday, 31 January 2019 at 11:00 a.m., all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 25 January 2019.

GENERAL

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name, the Proposed Amendments, and the new stock short names of the Company for trading of the Shares on the Stock Exchange as and when appropriate.

LETTER FROM THE BOARD

VOTING BY POLL

The special resolutions set out in the notice of the EGM shall be taken by poll in accordance with the Listing Rules and the Articles of Association. The chairman of the EGM would explain the detailed procedures for voting by way of a poll in the EGM.

RECOMMENDATION

The Directors consider that the special resolutions in relation to the Proposed Change of Company Name and the Proposed Amendments as set out in the notice of the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommended the Shareholders to vote in favour of the special resolutions 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.

Yours faithfully,
For and on behalf of
CHerish Holdings Limited
Zhang Chengzhou
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

CHerish Holdings Limited

東盈控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2113)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of CHerish Holdings Limited (the “Company”) will be held at 11:00 a.m. on Thursday, 31 January 2019 at Room 13, 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. **“THAT:**

subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands by way of issuing a certificate of incorporation on change of name, the existing English name of the Company be changed from “CHerish Holdings Limited” to “Century Group International Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “東盈控股有限公司” to “世紀集團國際控股有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands; and any one director of the Company be and is hereby authorized to do all such acts, deeds and things and execute all documents (whether by hand, under common seal or as a deed) as he or she may, in his or her absolute discretion, consider necessary or expedient to give effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

2. **“THAT:**

subject to the passing of resolution numbered 1 above, and subject to and conditional upon the Proposed Change of the Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, the amended and restated memorandum of association and articles of association of the Company (the “**Existing M&A**”) be amended by replacing all references to “CHerish Holdings Limited 東盈控股有限公司” with “Century Group International Holdings Limited 世紀集團國際控股有限公司” to reflect the name change of the Company, and the second amended and restated memorandum of association and articles of association of the Company in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification, be approved and adopted in substitution for

NOTICE OF EXTRAORDINARY GENERAL MEETING

and to the exclusion of the Existing M&A.”

By Order of the board of the Directors
Cherish Holdings Limited
Zhang Chengzhou
Chairman

Hong Kong, 11 January 2019

Registered Office:

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

Head Office and Principal Place of Business:

Office D, 16/F
Kings Wing Plaza 1
No. 3 On Kwan Street
Shek Mun
New Territories
Hong Kong

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the EGM (or at any adjournment thereof) shall be entitled to appoint another person as his proxy to attend and vote instead of him. The Member who is holder of two or more shares of the Company may appoint more than one proxy to represent him on vote on his behalf at the EGM. A proxy need not be the Member but must attend the EGM in person to represent you.
2. Where there are joint holders of any share, any one of such persons may vote at the EGM, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority), must be deposited at Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
4. The registers of members of the Company will be closed from Monday, 28 January 2019 to Thursday, 31 January 2019 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at the same address stated in above Note 3 not later than 4:30 p.m. on Friday, 25 January 2019.
5. The special resolutions set out in this notice shall be voted on by way of poll.