
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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Times Property Holdings Limited, you should at once hand this circular, together with the accompanying 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 transferee.

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TIMES PROPERTY HOLDINGS LIMITED

時代地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1233)

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

A notice convening the extraordinary general meeting of Times Property Holdings Limited to be held at Suites 4706-4707, 47/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 10 October 2017 (Tuesday) at 10:00 a.m. is set out on pages 6 and 7 of this circular. A form of proxy for use at the extraordinary general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.timesgroup.cn. Whether or not you are able to attend the extraordinary general meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of Times Property Holdings Limited, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less 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 shall not preclude any shareholder from attending and voting in person at the extraordinary general meeting or any adjournment thereof if they so wish and in such event the form of proxy shall be deemed to be revoked.

15 September 2017

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DEFINITIONS

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

“Board”	board of Directors
“Company”	Times Property Holdings Limited (時代地產控股有限公司), a company incorporated as an exempted company with limited liability under the laws of the Cayman Islands on 14 November 2007
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Suites 4706-4707, 47/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 10 October 2017 (Tuesday) at 10:00 a.m., or any adjournment thereof, and held for the Shareholders to consider and approve the Proposed Change of Company Name
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Times Property Holdings Limited” to “Times Holdings Group Limited”, and the adoption of the Chinese name of “時代控股集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name “時代地產控股有限公司”
“Share(s)”	ordinary share(s) of nominal value of HK\$0.1 each of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



TIMES PROPERTY HOLDINGS LIMITED

時代地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1233)

Executive Directors:

Mr. Shum Chiu Hung

(Chairman and Chief Executive Officer)

Mr. Guan Jianhui

Mr. Bai Xihong

Mr. Li Qiang

Mr. Shum Siu Hung

Mr. Niu Jimin

Registered office:

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman

KY1-1108

Cayman Islands

Independent non-executive Directors:

Mr. Jin Qingjun

Ms. Sun Hui

Mr. Wong Wai Man

Headquarters in the PRC:

36-38/F, Times Property Center

410-412 Dongfeng Road

Guangzhou

Guangdong Province

PRC

Principal place of business in Hong Kong:

Suites 4706-4707, 47/F

Two Exchange Square

8 Connaught Place

Central, Hong Kong

15 September 2017

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 on the Proposed Change of Company Name and the notice of Extraordinary General Meeting.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

Reference is made to an announcement of the Company dated 12 September 2017 regarding the Proposed Change of Company Name. The Board proposes (i) to change the English name of the Company from “Times Property Holdings Limited” to “Times Holdings Group Limited”; and (ii) to adopt the Chinese name of “時代控股集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name “時代地產控股有限公司”, subject to the conditions of the Proposed Change of Company Name set out below being fulfilled.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Company is an investment holding company. The Company’s subsidiaries are mainly involved in property development, property leasing and property management in the PRC.

The Board considers that the Proposed Change of Company Name will benefit the Company’s future business development and better reflect a fresh new corporate identity and image which is in the interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name and the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name. Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take 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 Company will carry out all necessary filing procedures with the Companies Registry in the Cayman Islands and the Companies Registry in Hong Kong.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the present name of the Company shall continue to be good evidence of legal title to such shares and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, all new share certificates will be issued under the new name of the Company.

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 Proposed Change of Company Name becoming effective. Further announcement(s) will be made in relation to the results of the Extraordinary General Meeting, the effective date of the Proposed Change of Company Name and the new stock short names of the Company for trading in the Shares on the Stock Exchange as and when appropriate.

LETTER FROM THE BOARD

NOTICE OF EXTRAORDINARY GENERAL MEETING

Set out on pages 6 and 7 of this circular is the notice of the Extraordinary General Meeting containing, inter alia, the special resolution in relation to approving the Proposed Change of Company Name.

For determining eligibility to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from 4 October 2017 (Wednesday) to 10 October 2017 (Tuesday), both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 3 October 2017 (Tuesday).

FORM OF PROXY

A form of proxy is enclosed for use at the Extraordinary General Meeting. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.timesgroup.cn. Whether or not you are able to attend the Extraordinary General Meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the Extraordinary General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Extraordinary General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

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.

LETTER FROM THE BOARD

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 and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolution to be proposed at the Extraordinary General Meeting to approve the Proposed Change of Company Name.

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 Extraordinary General Meeting.

Yours faithfully
By Order of the Board
Times Property Holdings Limited
Shum Chiu Hung
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



TIMES PROPERTY HOLDINGS LIMITED

時代地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1233)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Times Property Holdings Limited (the “**Company**”) will be held at Suites 4706-4707, 47/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 10 October 2017 (Tuesday) at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution (with or without modifications) as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, (i) the English name of the Company be changed from “Times Property Holdings Limited” to “Times Holdings Group Limited”; and (ii) the Chinese name of “時代控股集團有限公司” be adopted as the dual foreign name of the Company in place of its existing Chinese name “時代地產控股有限公司”, and that any one or more of the directors or the company secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving 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.”

By Order of the Board
Times Property Holdings Limited
Shum Chiu Hung
Chairman

Hong Kong, 15 September 2017

Registered office:
P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

*Headquarters in the People's
Republic of China:*
36-38/F, Times Property Center
410-412 Dongfeng Road
Guangzhou
Guangdong Province
PRC

*Principal place of business
in Hong Kong:*
Suites 4706-4707, 47/F
Two Exchange Square
8 Connaught Place
Central
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint another person as his/ her proxy to attend and vote instead of him/her. A proxy need not be a shareholder.
- (ii) In the case of joint holders of any share, any one of such persons may vote at the above Extraordinary General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above Extraordinary General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as 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 shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be completed, signed and returned to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude the shareholders from attending and voting in person at the Extraordinary General Meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The transfer books and register of members of the Company will be closed from 4 October 2017 (Wednesday) to 10 October 2017 (Tuesday), both days inclusive, to determine the entitlement of shareholders to attend and vote at the Extraordinary General Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 3 October 2017 (Tuesday).