

**If you are in doubt** about this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **ByLeasing Holdings Limited**, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

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A notice convening the EGM to be held at the Company's headquarters and principal place of business in the PRC, Unit 1, 30/F, No. 77 Tai Nan Road, Siming District, Xiamen City, Fujian Province, the PRC, on Friday, 19 June 2020 at 11:00 a.m. (or as soon as after the annual general meeting of the Company has been concluded or adjourned) is set out on pages EGM-1 to EGM-3 to this circular.

A form of proxy for use at the EGM is enclosed and such form of proxy is also published on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.byleasing.com](http://www.byleasing.com). Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company's website at [www.byleasing.com](http://www.byleasing.com).

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## CONTENTS

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	<i>Page</i>
<b>CHARACTERISTICS OF GEM</b> .....	<b>i</b>
<b>DEFINITIONS</b> .....	<b>1</b>
<b>LETTER FROM THE BOARD</b> .....	<b>3</b>
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b> .....	<b>EGM-1</b>

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## DEFINITIONS

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*In this circular, the following expression has the following meaning unless the context otherwise requires:*

“Amendments”	the proposed amendments to the Memorandum and Articles of Association to reflect the Change of Company Name
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Byleasing Holdings Limited” to “Baiying Holdings Group Limited” and the proposed change of the dual foreign name in Chinese of the Company from “百應租賃控股有限公司” to “百應控股集團有限公司”
“China” or “PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, references in this circular to “China” and “PRC” do not apply to Taiwan, Macau Special Administrative Region and Hong Kong
“Companies Law”	the Companies Law, Cap 22 (Laws 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Byleasing Holdings Limited (百應租賃控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 5 June 2017, the Shares of which are listed on the Exchange (stock code: 8525)
“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held at Unit 1, 30/F, No. 77 Tai Nan Road, Siming District, Xiamen City, Fujian Province, the PRC on Friday, 19 June 2020 at 11:00 a.m. (or as soon as after the annual general meeting of the Company has been concluded or adjourned), the notice of which is set out on pages EGM-1 to EGM-3 of this circular, or any adjourned meeting thereof (as case may be)
“GEM”	GEM of Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

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## DEFINITIONS

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“Group” or “our”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company
“Memorandum”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“Notice of EGM”	the notice of the EGM as set out on pages EGM-1 to EGM-3 of this circular
“Share(s)”	ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange” or “Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**ByLeasing Holdings Limited**  
**百應租賃控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8525)**

*Executive Directors*

Mr. Zhou Shiyuan (*Chairman*)

Mr. Chen Xinwei

Mr. Huang Dake

*Non-executive Director*

Mr. Ke Jinding

*Independent Non-executive Directors*

Mr. Tu Liandong

Mr. Chen Chaolin

Mr. Xie Mianbi

*Registered Office*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal Place of Business in Hong Kong*

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

*Headquarters and Principal Place of  
Business in the PRC*

Unit 1, 30/F

No. 77 Tia Nan Road

Siming District, Xiamen

Fujian Province

PRC

3 June 2020

*To the Shareholders*

Dear Sir or Madam,

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

**1. INTRODUCTION**

We refer to the announcement of the Company dated 12 May 2020 in relation to the Change of Company Name and the Amendments.

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## LETTER FROM THE BOARD

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The Change of Company Name and the Amendments are subject to, among other things, the approval by the Shareholders, by way of poll, at the EGM.

The purpose of this circular is to provide the Shareholders with: (i) details of the Change of Company Name and the Amendments, and (ii) the Notice of EGM, to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

### **2. CHANGE OF COMPANY NAME**

The Board proposes (i) to change the English name of the Company from “Byleasing Holdings Limited” to “Baiying Holdings Group Limited”; and (ii) to change the dual foreign name in Chinese of the Company from “百應租賃控股有限公司” to “百應控股集團有限公司”.

#### **Conditions of the Change of Company Name**

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

- (1) passing of a special resolution by the Shareholders at the EGM approving the Change of Company Name; and
- (2) approval being granted by the Registrar of Companies in the Cayman Islands for the change of the English name and dual foreign name in Chinese of the Company by issuing a certificate of incorporation on change of name.

Upon the passing of the special resolution approving the Change of Company Name, such special resolution shall be filed with the Registrar of Companies in the Cayman Islands, and the Registrar of Companies in the Cayman Islands, if thinks fit, will (i) enter the new English name and the new 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 former dual foreign name in Chinese of the Company, and (ii) issue a certificate of incorporation on change of name to the Company. Upon receiving the requisite approval from the Registrar of Companies in the Cayman Islands, the Company will carry out all necessary filings with the Companies Registry in Hong Kong thereafter. The 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.

#### **Reason for the Change of Company Name**

The Board considers that the Change of Company Name will allow the Company to expand into other areas of businesses in the future. The Board considers that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

#### **Effects of the Change of Company Name**

The Change of Company Name will not affect any rights of the existing Shareholders nor the Company’s daily business operation and its financial position. All the existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be effective and as the evidence of title to the

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## LETTER FROM THE BOARD

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Shares and will be 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 printed in the new names of the Company.

Subject to the confirmation by the Stock Exchange, the English and the Chinese stock short names for trading of the Shares in the Stock Exchange will also be changed after the Change of Company Name becomes effective and all new share certificates will only be issued in the new English name and the new dual foreign name in Chinese of the Company. Save as disclosed above, the trading arrangements for the Shares on GEM will not be affected.

### **3. AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of the Change of Company Name, the Company also proposes to amend the Memorandum and Articles of Association to reflect the Change of Company Name by replacing all references to “Byleasing Holdings Limited” and “百應租賃控股有限公司” with “Baiying Holdings Group Limited” and “百應控股集團有限公司”, respectively.

The Amendments are subject to the passing of a special resolution by the Shareholders at the EGM and the Change of Company Name becoming effective.

### **4. GEM LISTING RULES IMPLICATIONS**

Special resolutions will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the Change of Company Name and the Amendments. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the Change of Company Name and the Amendments. Accordingly, no Shareholders are required to abstain from voting on the resolutions in relation to the Change of Company Name and the Amendments at the EGM.

### **5. EGM**

The EGM will be held for Shareholders to consider and, if thought fit, approve: (i) the Change of Company Name; and (ii) the Amendments.

The notice convening the EGM to be held on Friday, 19 June 2020 at 11:00 a.m. (or as soon as after the annual general meeting of the Company has been concluded or adjourned) at the Company's headquarters and principal place of business in the PRC, Unit 1, 30/F, No. 77 Tai Nan Road, Siming District, Xiamen City, Fujian Province, the PRC for the purpose of considering and, if thought fit, passing the resolutions is set out on pages EGM-1 to EGM-3 to this circular.

The form of proxy for use at the EGM is enclosed herewith and such form of proxy is also published on the websites of GEM at [www.hkgem.hk](http://www.hkgem.hk) and the Company at [www.byleasing.com](http://www.byleasing.com). Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be).



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## LETTER FROM THE BOARD

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Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

### 6. VOTING AT THE EGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, 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, all the resolutions proposed at the EGM will be taken by way of poll.

An announcement(s) on the poll results, the effective date of the Change of Company Name, the Amendments and the corresponding change of English and Chinese stock short names of the Company under which the Shares will be traded on GEM will be made by the Company after the EGM on websites of GEM at [www.hkgem.hk](http://www.hkgem.hk) and the Company at [www.byleasing.com](http://www.byleasing.com) in due course.

### 7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 16 June 2020 to Friday, 19 June 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates should be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration, no later than 4:30 p.m. on Monday, 15 June 2020.

### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

### 9. RECOMMENDATION

The Directors consider that the resolutions set out in the Notice of EGM for consideration and approval by Shareholders are in the interests of our Group as well as the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM as set out in the Notice of EGM.

Yours sincerely,  
By order of the Board  
**Byleasing Holdings Limited**  
**Zhou Shiyuan**  
*Chairman and Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Byleasing Holdings Limited 百應租賃控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8525)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Byleasing Holdings Limited (the “**Company**”) will be held at Company’s headquarters and principal place of business in the PRC, Unit 1, 30/F, No. 77 Tai Nan Road, Siming District, Xiamen City, Fujian Province, the PRC on Friday, 19 June 2020 at 11:00 a.m. (or as soon as after the annual general meeting of the Company has been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolutions as special resolutions of the Company:

#### **SPECIAL RESOLUTIONS**

1. “**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained by way of issuing a certificate of incorporation on change of name, the English name of the Company be changed from “Byleasing Holdings Limited” to “Baiying Holdings Group Limited” and the dual foreign name in Chinese of the Company be changed from “百應租賃控股有限公司” to “百應控股集團有限公司” (the “**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, matters and things as he may in his absolute discretion and execute all such documents and affix the Company’s seal as he may consider necessary, desirable or expedient for the implementation of and giving effect to the Change of Company Name and to attend or authorize any person to attend to any necessary registration and/or filing for and on behalf of the Company.”
2. “**THAT** subject to the Change of Company Name taking effect, the amended and restated memorandum of association and articles of association of the Company be amended to reflect the Change of Company Name by replacing all references to “Byleasing Holdings Limited” and “百應租賃控股有限公司” with “Baiying Holdings Group Limited” and “百應控股集團有限公司” respectively (the “**Amendments**”), and any one director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as he may in his absolute discretion and execute all such documents and affix the Company’s seal as he may consider necessary, desirable or expedient for the implementation of and giving effect to the Amendments and to attend or authorize any person to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board

**Byleasing Holdings Limited**

**Zhou Shiyan**

*Chairman and Executive Director*

Fujian Province, the PRC, 3 June 2020

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. All resolutions at the EGM (except those relate purely to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the EGM may decide, in good faith) will be taken by a poll pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) and the results of the poll will be published on the websites of GEM of The Stock Exchange of Hong Kong Limited and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the EGM is entitled to appoint one or (if such Shareholder is the holder of two or more Shares) more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
3. Where there are joint registered holders of any share of the Company (the “**Share(s)**”), any one of such joint holders may attend and vote at the EGM (or any adjournment thereof), 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 are present at the EGM (or any adjournment thereof), whether in person or by proxy, the most senior shall along be entitled to vote. 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.
4. A form of proxy for use at the EGM (or at any adjournment thereof) is despatched together with this notice of EGM. In order to be valid, the form of proxy, duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be delivered to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
6. The register of members of the Company will be closed from Tuesday, 16 June 2020 to Friday, 19 June 2020 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates should be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration, no later than 4:30 p.m. on Monday, 15 June 2020.
7. In case the EGM is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, please refer to the website of GEM of The Stock Exchange of Hong Kong Limited at [www.hkgem.com](http://www.hkgem.com) and the Company at [www.byleasing.com](http://www.byleasing.com) for announcement on bad weather arrangement for the EGM.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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

*Executive Directors*

Mr. Zhou Shiyuan (*Chairman*)

Mr. Chen Xinwei

Mr. Huang Dake

*Non-executive Director*

Mr. Ke Jinding

*Independent non-executive Directors*

Mr. Chen Chaolin

Mr. Tu Liandong

Mr. Xie Mianbi

*Registered office*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Principal Place of Business in Hong Kong*

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Siming District, Xiamen

Fujian Province

PRC