

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular, 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 K W Nelson Interior Architect Group Limited, 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 the transferee.

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## **K W Nelson Interior Architect Group Limited**

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

**(Stock Code: 8411)**

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

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A notice convening an extraordinary general meeting (the “**EGM**”) of K W Nelson Interior Architect Group Limited (the “**Company**”) to be held at CMA, 12/F., Tai Yip Building, 141 Thomson Road, Wanchai, Hong Kong on Friday, 18 August 2017 at 4:30 p.m. is set out on pages 6 to 7 of this circular. 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 the same to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for seven (7) days from the date of its posting and on the Company’s website at [www.kwnelson.com.hk](http://www.kwnelson.com.hk).

19 July 2017

## **CHARACTERISTICS OF GEM**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 11 July 2017 in relation to, among other things, the Change of Company Name
“Board”	the board of Director(s)
“Change of Company Name”	the proposed change of English name of the Company from “K W Nelson Interior Architect Group Limited” to “K W Nelson Interior Design and Contracting Group Limited”
“Company”	K W Nelson Interior Architect Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at CMA, 12/F., Tai Yip Building, 141 Thomson Road, Wanchai, Hong Kong on Friday, 18 August 2017 at 4:30 p.m. or any adjournment thereof
“EGM Notice”	the notice of the EGM to be despatched to the Shareholders together with this circular
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

**LETTER FROM THE BOARD**

**K W Nelson Interior Architect Group Limited**

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

**(Stock Code: 8411)**

*Executive Directors:*

Mr. Lau King Wai (*Chairman and chief executive officer*)

Ms. Leung May Yan

Mr. Wong Siu Hong Edward

*Registered office:*

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent non-executive Directors:*

Mr. Li Wai Kwan

Mr. Hui Harry Chi

Ms. So Patsy Ying Chi

*Principal place of business  
in Hong Kong:*

Room 1703, 17th Floor

Technology Plaza

651 King's Road

Quarry Bay

Hong Kong

19 July 2017

*To the Shareholders*

Dear Sirs,

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

**INTRODUCTION**

Reference is made to the Announcement in respect of the Change of Company Name.

The purpose of this circular is to provide the Shareholders information in respect of the special resolution to be proposed at the EGM regarding the Change of Company Name and notice for convening the EGM.

## **LETTER FROM THE BOARD**

### **CHANGE OF COMPANY NAME**

As disclosed in the Announcement in relation to the Change of Company Name, the Board proposes to change the English name of the Company from “K W Nelson Interior Architect Group Limited” to “K W Nelson Interior Design and Contracting Group Limited”.

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

The Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the passing of a special resolution by Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of the Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date of entry of the new English name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

#### **REASONS FOR THE CHANGE OF COMPANY NAME**

The Board considers that the Change of Company Name will better reflect the current status of the Group’s business development and its direction of future development. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development.

The Board considers that the Change of Company Name is in the 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 rights of the Shareholders or the Company’s daily operations or its financial position. Once the Change of Company Name has become effective, the Board intends to keep the existing stock short name of the Company unchanged and any new Share certificates of the Company issued thereafter will bear the new name of the Company.

## **LETTER FROM THE BOARD**

However, all the existing Share certificates in issue bearing the present name of the Company will, after the Change of Company Name having become effective, continue to be effective and as documents of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, 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.

Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name.

### **EXTRAORDINARY GENERAL MEETING**

The notice of the EGM is set out on pages 6 to 7 of this circular. At the EGM, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the Change of Company Name.

The Board is not aware of any requirement for any Shareholder to abstain from voting on the resolution to approve the Change of Company Name at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wish.

### **GEM LISTING RULES REQUIREMENT**

According 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. Therefore, all the resolutions put to the vote at the EGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under rule 17.47(5) of the GEM Listing Rules.

### **RESPONSIBILITY STATEMENTS**

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 aspects 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 believe that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the special resolution to approve the Change of Company Name as set out in the notice of the EGM on pages 6 to 7 of this circular.

Yours faithfully  
For and on behalf of the Board of  
**K W Nelson Interior Architect Group Limited**  
**Lau King Wai**  
*Chairman and chief executive officer*



**NOTICE OF THE EGM**

**K W Nelson Interior Architect Group Limited**

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

**(Stock Code: 8411)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of K W Nelson Interior Architect Group Limited (the “**Company**”) will be held at CMA, 12/F., Tai Yip Building, 141 Thomson Road, Wanchai, Hong Kong on Friday, 18 August 2017 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendment the following resolution as a special resolution of the Company:

**SPECIAL RESOLUTION**

**“THAT**

- (a) subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “K W Nelson Interior Architect Group Limited” to “K W Nelson Interior Design and Contracting Group Limited” (the “**Change of Company Name**”); and
- (b) the directors of the Company be and are hereby authorised to do all such acts, deeds and things, and execute all such documents, including under seal where applicable and attend necessary registration and filing for and on behalf of the Company, as they may, in their absolute discretion, deem fit in order to effect the Change of Company Name.”

Yours faithfully

On behalf of the board of directors of

**K W Nelson Interior Architect Group Limited**

**Lau King Wai**

*Chairman and chief executive officer*

Hong Kong, 19 July 2017

*Registered office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal place of business*

*in Hong Kong:*  
Room 1703, 17th Floor  
Technology Plaza  
651 King’s Road  
Quarry Bay  
Hong Kong

## NOTICE OF THE EGM

*Notes:*

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy thereof, must be lodged, at the office of the Company's branch share registrar 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 for holding the meeting or adjourned meeting.
3. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the EGM or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares 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 person as present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
5. For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 15 August 2017 to Friday, 18 August 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, 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 Monday, 14 August 2017.
6. As at the date of this notice, the Board comprises Mr. Lau King Wai, Ms. Leung May Yan and Mr. Wong Siu Hong Edward as executive Directors, and Mr. Li Wai Kwan, Mr. Hui Harry Chi and Ms. So Patsy Ying Chi as independent non-executive Directors.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of the Company at [www.kwnelson.com.hk](http://www.kwnelson.com.hk) and on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.