

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 Xpress Group Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchange 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.



XPRESS GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

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

A letter from the Board is set out on pages 2 to 4 of this circular. A notice convening the extraordinary general meeting of Xpress Group Limited to be held at Club Lusitano, 24th Floor, 16 Ice House Street, Central, Hong Kong on Friday, 6 September 2013 at 9:30 a.m. is set out on page 5 of this circular. Whether or not you intend to attend the meeting, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for the time fixed for holding of the meeting or the adjourned meeting thereof as the case may be. Completion and delivery of the proxy form will not preclude you from attending and voting at the meeting should you so wish.

8 August 2013

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	2
Notice of EGM	5

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 30 July 2013 in relation to the Change of Company Name
“Articles”	the articles of association of the Company
“Board”	the board of directors of the Company
“Change of Company Name”	the proposed change of the English name of the Company from “Xpress Group Limited” to “Heng Fai Enterprises Limited” and the Chinese name of the Company from “特速集團有限公司” to “恒輝企業控股有限公司”
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Xpress Group Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened at Club Lusitano, 24th Floor, 16 Ice House Street, Central, Hong Kong on Friday, 6 September 2013 at 9:30 a.m. to consider and, if appropriate, approve the resolution contained in the notice of the meeting which is set out on page 5 of this circular
“Group”	the Company and its subsidiaries
“HK\$” or “cent(s)”	Hong Kong dollars and cent(s) respectively
“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 capital of the Company currently in issue
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



XPRESS GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

Executive Directors:

Chan Heng Fai (*Managing Chairman*)
Chan Tong Wan (*Managing Director*)
Chan Yoke Keow

Registered and principal office:

24/F., Wyndham Place,
40-44 Wyndham Street,
Central, Hong Kong

Non-executive Director:

Fong Kwok Jen

Independent non-executive Directors:

Wong Dor Luk, Peter
Wong Tat Keung
Chan King Fai

8 August 2013

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

Reference is made to the Announcement in relation to the proposed Change of Company Name. The purpose of this circular is to (i) provide you with the information regarding the special resolution to be proposed at the EGM for the Change of Company Name; and (ii) give you the notice convening the EGM.

The Board is proposed that the English name of the Company be changed from "Xpress Group Limited" to "Heng Fai Enterprises Limited" and the Chinese name of the Company from "特速集團有限公司" to "恒輝企業控股有限公司".

LETTER FROM THE BOARD

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will provide the Company with a new corporate image and to reflect the Company's strategy and future development of the business of the Group. The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Conditions for the Change of Company Name

The Change of Company Name is subject to the passing of a special resolution by the Shareholders at the EGM and the approval by the Registrar of Companies in Hong Kong. The Change of Company Name shall take effect from the date on which the new name is registered by the Registrar of Companies in Hong Kong. The Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

Effects of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the change of name, continue to be evidence of title to the Shares and will continue to be valid for trading, settlement and registration purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates under the new name. Should the Change of Company Name become effective, any issue of share certificates thereafter will be in new name of the Company.

EGM

The EGM will be held to consider and, if thought fit, approve, among other matters, the Change of Company Name. The votes of the Shareholders regarding the resolution for approval of the Change of Company Name will be taken by way of poll at the EGM.

To the best of the Directors' knowledge, information and belief, no Shareholder is required to abstain from voting on the resolution relating to the above at the EGM.

The form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it as soon as possible to the registered office of the Company, and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment of it. Delivery of a form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the Change of Company Name is in the interests of the Company and the Shareholders as a whole and recommend that the Shareholders vote in favour of the resolution at the EGM.

By order of the Board of
Xpress Group Limited
Chan Tong Wan
Managing Director



XPRESS GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Xpress Group Limited (the “Company”) will be held at Club Lusitano, 24th Floor, 16 Ice House Street, Central, Hong Kong on Friday, September 6, 2013 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as special resolution of the Company:

“**THAT**, subject to the approval by the Registrar of Companies in Hong Kong:

- (a) the English name of the Company be changed from “Xpress Group Limited” to “Heng Fai Enterprises Limited” and the Chinese name of the Company from “特速集團有限公司” to “恒輝企業控股有限公司”.
- (b) Any one director of the Company be authorized to do or procure any such acts and things and execute all documents as may be required to effect the aforesaid changes of name of the Company.”

By Order of the Board
Xpress Group Limited
Chan Tong Wan
Managing Director

Hong Kong, dated 8 August, 2013

Registered office:
24th Floor
Wyndham Place
40–44 Wyndham Street
Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a 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 shall be deposited at the registered office of the Company in Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.