

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 licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ceneric (Holdings) Limited, you should at once hand this circular and 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 transferee.

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CENERIC (HOLDINGS) LIMITED

新嶺域(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED AMENDMENTS TO
MEMORANDUM AND ARTICLES OF ASSOCIATION,
ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Resolution will be proposed at the Extraordinary General Meeting of Ceneric (Holdings) Limited to be held at Suite 1101, 11/F, Tower A, Cheung Kei Center, 18 Hung Luen Road, Hung Hom, Kowloon, Hong Kong on 5 February 2018 at 11:00 a.m., to approve the matters referred in this circular.

The notice convening the Extraordinary General Meeting together with the form of proxy for use at the Extraordinary General Meeting are enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong, of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and 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 proxy form will not prevent you from attending and voting in person at the Extraordinary General Meeting if you so wish.

5 January 2018

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DEFINITIONS

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

“Articles of Association”	the Articles of Association of the Company, as amended from time to time
“Board”	the board of Director(s) of the Company
“Cayman Companies Law”	the Companies Law (2016 Revision) of the Cayman Islands, as amended from time to time
“Change of Company Name”	the proposed change of the English name of the Company be changed from “Ceneric (Holdings) Limited” to “TFG International Group Limited” and the dual foreign name in Chinese of the Company “富元國際集團有限公司” be adopted to replace its existing Chinese name “新嶺域(集團)有限公司”
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Ceneric (Holdings) Limited, a 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
“EGM”	the extraordinary general meeting of the Company to be held at Suite 1101, 11/F, Tower A, Cheung Kei Center, 18 Hung Luen Road, Hung Hom, Kowloon, Hong Kong on Monday, 5 February 2018 at 11:00 a.m. to approve the resolution contained in the notice of Extraordinary General Meeting which is set out on pages 7 to 9 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 January 2018, being the latest practicable date for ascertaining certain information referred to in this circular prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”

holder(s) of the Share(s)

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

CENERIC (HOLDINGS) LIMITED

新嶺域(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

Executive Directors:

Mr. Yang Lijun

Mr. Wan Jianjun

Mr. Wong Kui Shing, Danny

Independent Non-Executive Directors:

Ms. Chan Hoi Ling

Ms. So Wai Lam

Mr. Sung Yat Chun

Registered Office:

The Offices of Sterling Trust

(Cayman) Limited

Whitehall House

238 North Church Street

George Town

Grand Cayman

Cayman Islands

Head office and principal

place of business in Hong Kong:

Unit 3103, 31st Floor,

Tower 2, Lippo Centre,

89 Queensway

Hong Kong

5 January 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED AMENDMENTS TO
MEMORANDUM AND ARTICLES OF ASSOCIATION,
ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 29 December 2017 in relation to the proposed Change of Company Name and Amendments and Adoption (as defined below).

LETTER FROM THE BOARD

REASONS FOR THE CHANGE OF COMPANY NAME

The Board believes that the new name of the Company will better reflect the current status of the Company and its direction of future development. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company's future development. The Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE 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 Change of Company Name at the EGM; and
- (b) the Registrar of Companies of the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of all the conditions set out above, the 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 confirming the new name has been registered. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong under the Companies Ordinance.

EFFECTS OF THE CHANGE OF COMPANY NAME

The 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 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 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 Change of Company Name becomes effective.

LETTER FROM THE BOARD

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Change of Company Name, the Board also proposes to amend the Memorandum and Articles of Association to reflect the Change of Company Name. The proposed amendments to the existing Memorandum and Articles of Association and the adoption of the amended and restated Memorandum and Articles of Association to replace the Company's existing Memorandum and Articles of Association (the "**Amendments and Adoption**") are subject to the approval of the Shareholders by way of a special resolution at the EGM and the aforesaid amendments shall become effective when the Change of Company Name takes effect.

The full text of the special resolution containing such proposed amendments and such proposed adoption is set out in the notice of EGM on pages 7 to 9 of this circular.

EGM

The Change of Company Name and the Amendments and Adoption are to be considered and approved, if thought fit, by the Shareholders in the EGM to be held on Monday, 5 February 2018.

Notice of the EGM is set out on pages 7 to 9 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong, of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong 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. Completion and return of the form of proxy will not prevent you from attending and voting in person at the EGM if you so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 30 January 2018 to Monday, 5 February 2018 (both dates inclusive), for the purpose of determining the Shareholders' eligibility to attend and vote at the EGM to be held on Monday, 5 February 2018, and during which no transfer of Shares will be effected. In order to qualify for attendance of the EGM to be held on Monday, 5 February 2018 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, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 29 January 2018.

LETTER FROM THE BOARD

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 Change of Company Name, the Amendments and Adoption, and the new stock short names of the Company for trading on the Stock Exchange as and when appropriate.

VOTING BY POLL

The resolution 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 resolution in relation to the proposed Change of Company Name and the Amendments and Adoption 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 resolution 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
Ceneric (Holdings) Limited
Yang Lijun
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

CENERIC (HOLDINGS) LIMITED

新嶺域(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Ceneric (Holdings) Limited (the “Company”) will be held at Suite 1101, 11/F, Tower A, Cheung Kei Center, 18 Hung Luen Road, Hung Hom, Kowloon, Hong Kong on Monday, 5 February 2018 at 11:00 a.m. for the following purpose of considering and, if thought fit, passing with or without modification, the following resolutions as special resolution of the Company:

SPECIAL RESOLUTION

1. “**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the English name of the Company be changed from “Ceneric (Holdings) Limited” (formerly known as Morning Star Resources Limited) to “TFG International Group Limited” and the dual foreign name in Chinese of the Company “富元國際集團有限公司” be adopted to replace its existing Chinese name “新嶺域(集團)有限公司” and any one director of the Company be and is hereby authorized to do all such acts, deeds and things and execute all documents he or she may, in his or her absolute discretion, consider necessary or expedient to give effect to the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company;
- (b) subject to and conditional upon approval to be granted and the new name being entered into the Register of Companies by the Registrar of Companies in the Cayman Islands, the Memorandum and Articles of Association of the Company be amended by replacing all references to Morning Star Resources Limited with TFG International Group Limited 富元國際集團有限公司 to reflect the name change of the Company;
- (c) subject to and conditional upon approval to be granted and the new name being entered into the Register of Companies by the Registrar of Companies in the Cayman Islands;
 - (i) the existing Memorandum of Association of the Company be and is hereby amended by deleting the existing paragraph 1 in its entirety and substituting therefor the following new paragraph 1:

“1. The name of the Company is TFG International Group Limited 富元國際集團有限公司.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (ii) the existing Articles of Association of the Company be and are hereby amended by adding the following as a new paragraph after the existing definition of “business day” in Article 2:

““Company” TFG International Group Limited 富元國際集團有限公司;”;
and

- (d) the amended and restated Memorandum of Association and Articles of Association of the Company having consolidated all previous amendments passed by the shareholders of the Company at general meetings and the proposed amendments referred to in the above and 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 and to the exclusion of all the existing Company’s Memorandum of Association and Articles of Association with immediate effect after the close of this meeting and that any one director of the Company be and is hereby authorised to do all such acts, deeds, and things and execute all documents he or she may, in his or her absolute discretion, deem fit, to effect and implement the adoption thereof.”

By Order of the Board
Ceneric (Holdings) Limited
Yang Lijun
Chairman

Hong Kong, 5 January 2018

*Head Office and Principal Place
of Business in Hong Kong:*

Unit 3103, 31st Floor,
Tower 2, Lippo Centre,
89 Queensway
Hong Kong

As at the date of this notice, the Board comprises Mr. YANG Lijun, Mr. WAN Jianjun and Mr. WONG Kui Shing, Danny being the executive Directors; and Ms. CHAN Hoi Ling, Ms. SO Wai Lam and Mr. SUNG Yat Chun being the independent non-executive Directors.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the above meeting (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 by a notary public of that power or authority), must be deposited at the Tricor Tengis Limited, the Company’s branch share registrar and transfer office in Hong Kong, of 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. Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person if he so wishes.
4. The registers of members of the Company will be closed from Tuesday, 30 January 2018 to Monday, 5 February 2018 (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 Tengis Limited at the same address stated in above Note 3 not later than 4:30 p.m. on Monday, 29 January 2018.
5. The resolution set out in this notice shall be decided by way of poll.