

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 Pearl River Tyre (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy 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 the transferee.

Hong Kong Exchanges 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.



PEARL RIVER TYRE (HOLDINGS) LIMITED

(Continued in Bermuda with limited liability)

(Stock Code: 01187)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the Special General Meeting of the Company to be held at Suite 5207, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 2 January 2015 at 10:30 a.m. (or immediately after the conclusion of the adjourned annual general meeting of the Company convened to be held on the same date and place at 10:00 a.m.) is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend and/or vote at the Special General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

11 December 2014

CONTENTS

	<i>Page</i>
Responsibility Statement	ii
Definitions	1
Letter from the Board	3
Notice of Special General Meeting	7

RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company (as defined herein). The Directors (as defined herein), 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.

DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Pearl River Tyre (Holdings) Limited” to “Han Tang International Holdings Limited” and the proposed adoption of “漢唐國際控股有限公司” as the secondary name in Chinese of the Company to replace its existing Chinese name “珠江輪胎(控股)有限公司”, which is currently used for identification purposes only
“Company”	Pearl River Tyre (Holdings) Limited, a company continued in Bermuda with limited liability, whose issued Shares are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“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 PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“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)

DEFINITIONS

“Special General Meeting”	the special general meeting of the Company to be held at Suite 5207, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 2 January 2015 at 10:30 a.m. (or immediately after the conclusion of the adjourned annual general meeting of the Company convened to be held on the same date and place at 10:00 a.m.) for the purpose of considering and, if thought fit, approving the Change of Company Name, the notice of which is set out on pages 7 to 8 of this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



PEARL RIVER TYRE (HOLDINGS) LIMITED

(Continued in Bermuda with limited liability)

(Stock Code: 01187)

Executive Directors:

Yang Liu (*Chairman and Chief Executive Officer*)

Lo Ka Wai

Non-Executive Director:

Xu Lei

Independent Non-Executive Directors:

Lai Ho Man, Dickson

Wang Xiao Chuan

Wong Lit Chor, Alexis

Liu Hongjun

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of
business in Hong Kong:*

Suite 5207, 52/F.

Central Plaza

18 Harbour Road

Wanchai, Hong Kong

11 December 2014

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

Reference is made to the announcement of the Company dated 8 December 2014 in relation to the Change of Company Name.

The purpose of this circular is to provide you with information relating to the Change of Company Name and to give you a notice convening the Special General Meeting.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "Pearl River Tyre (Holdings) Limited" to "Han Tang International Holdings Limited" and to adopt "漢唐國際控股有限公司" as the secondary name in Chinese of the Company to replace its existing Chinese name "珠江輪胎(控股)有限公司", which is currently used for identification purposes only.

LETTER FROM THE BOARD

Conditions of the Change of Company Name

The Change of Company name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the Special General Meeting approving the Change of Company Name; and
2. the entry of the new English name in place of the existing name of the Company and entry of the secondary name in Chinese of the Company on the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda.

The relevant filings with the Registrar of Companies in Bermuda will be made after the passing of the special resolution in respect of the Change of Company Name at the Special General Meeting.

Subject to satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new English name in place of the existing name of the Company and the secondary name in Chinese of the Company on the register maintained by it. Thereafter, the Company will carry out any necessary filing procedures with the Companies Registry in Hong Kong.

Effects on the Change of Company Name

The Change of Company Name will not affect any of the rights of the existing Shareholders or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new English name and the secondary name in Chinese of the Company. As soon as the Change of Company Name has become effective, any new issue of share certificates will be issued in the new English name and secondary name in Chinese of the Company. 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.

In addition, subject to the confirmation of the Stock Exchange, the English stock short name and the Chinese stock short name for trading in the Shares will also be changed after the Change of Company Name becomes effective.

A further announcement will be made when appropriate to inform Shareholders of the effective date of the Change of Company Name and the new stock short names of the Shares.

LETTER FROM THE BOARD

Reasons for the Change of Company Name

The principal business of the Company is investment holding. The Group's principal activities are (i) the trading of petroleum products; and (ii) the design, research and development, processing, manufacturing and sale of semiconductor, integrated circuits and new type electronic components, and the provision of related technical consultancy services. The Directors consider the Change of Company Name appropriate in view of the Group's business is no longer tyre related and the new company name will provide the Company with a fresh corporate image and will better reflect the business diversity of the Group and the Group's future investment in the PRC. As such, the Directors are of the view that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

SPECIAL GENERAL MEETING

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the Change of Company Name, and accordingly no Shareholder will be required to abstain from voting on the resolution approving the Change of Company Name.

A notice convening the Special General Meeting is set out on pages 7 to 8 of this circular. The Special General Meeting will be convened for the purpose of considering and, if thought fit, passing the resolution to approve the Change of Company Name.

A form of proxy for use at the Special General Meeting is enclosed herewith. Whether or not you are able to attend and/or vote at the Special General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queens's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Special General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Special General Meeting or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the 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. As such, the resolution set out in the notice of Special General Meeting will be voted on by way of poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion 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 such resolution proposed at the Special General Meeting.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Pearl River Tyre (Holdings) Limited
Yang Liu
Chairman and Chief Executive Officer

NOTICE OF SPECIAL GENERAL MEETING



PEARL RIVER TYRE (HOLDINGS) LIMITED

(Continued in Bermuda with limited liability)

(Stock Code: 01187)

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**Meeting**”) of Pearl River Tyre (Holdings) Limited (the “**Company**”) will be held at Suite 5207, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 2 January 2015 at 10:30 a.m. (or immediately after the conclusion of the adjourned annual general meeting of the Company convened to be held on the same date and place at 10:00 a.m.) for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the entry of “Han Tang International Holdings Limited” as the new English name and the entry of “漢唐國際控股有限公司” as the secondary name in Chinese of the Company on the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda:

- (a) the English name of the Company be changed to “Han Tang International Holdings Limited” and a Chinese name “漢唐國際控股有限公司” be adopted and registered as the secondary name of the Company with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution.”

By Order of the Board
Pearl River Tyre (Holdings) Limited
Chan Pui Shan, Bessie
Company Secretary

Hong Kong, 11 December 2014

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting convened by this notice may, subject to the provisions of the bye-laws of the Company, vote by not more than 2 (two) proxies (where such member is the holder of two or more shares) provided that where the member is a clearing house (or its nominee) such member may appoint more than 2 (two) proxies. A proxy need not be a member of the Company, but must be present to represent the member.
2. In the case of joint holders of shares in the Company, if more than one joint holder tenders a vote, the vote of the holder named first in the register must be accepted to the exclusion of the other or others.
3. In order to be valid, the form of proxy of the Company together with original or certified copy of the power of attorney or other authority (if any) under which it is signed must be lodged with the Company's branch share registrar in Hong Kong, 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 for holding the Meeting or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.
4. As at the date of this notice, the board of directors of the Company consists seven directors, namely Mr. Yang Liu (Chairman and Chief Executive Officer) and Mr. Lo Ka Wai as executive directors, Mr. Xu Lei as non-executive director, and Mr. Lai Ho Man, Dickson, Mr. Wang Xiao Chuan, Mr. Wong Lit Chor, Alexis and Mr. Liu Hongjun as independent non-executive directors.