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ZHONGCHANG INTERNATIONAL HOLDINGS GROUP LIMITED
中昌國際控股集團有限公司
(incorporated in Bermuda with limited liability)
(Stock code: 859)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of the shareholders of Zhongchang International Holdings Group Limited (the “**Company**”) will be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on 13 May 2020 at 3:00 p.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

AS ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the Agreement (as defined in the circular of the Company dated 21 April 2020 (the “**Circular**”)), a copy of which is marked “A” and initialled by the chairman of the SGM for the purpose of identification, and the terms and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) each and every director of the Company (the “**Director**”) (either alone or jointly with another Director) be and is hereby authorised to sign and execute such other documents and supplemental agreements and deeds for and on behalf of the Company and to do all such things and take all such actions as he may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the Agreement and/or the transactions contemplated thereunder.”

2. “**THAT**

Mr. Pi Minjie be re-elected as an executive director of the Company.”

By Order of the Board
**Zhongchang International Holdings Group
Limited**
Fan Xuerui
Chairman and Executive Director

Hong Kong, 21 April 2020

Notes:

- (1) A member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy or appoint a duly authorised corporate representative to attend and vote in his stead. A member who is the holder of two or more shares in the Company may appoint more than one proxy to represent him or vote on his behalf. A proxy needs not be a member of the Company. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the SGM and any adjournment thereof and in such event, the proxy form shall be deemed to be revoked.
- (2) The register of members of the Company will be closed from 8 May 2020 to 13 May 2020, both dates inclusive, for the purpose of ascertaining shareholders’ entitlement to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on 7 May 2020.
- (3) Voting at the SGM will be taken by poll.
- (4) If there is a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above in force at or after 1:00 p.m. on 13 May 2020, and/or the Hong Kong Observatory has announced at or before 1:00 p.m. on 13 May 2020 that either of the above mentioned warnings is to be issued within the next two hours, the SGM shall automatically be postponed to 14 May 2020 and in such case by virtue of this notice, the SGM shall be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on 14 May 2020 at 10:00 a.m.. Members who have any queries concerning these arrangements, please call the Company at (852) 2117 0237 during business hours from 9:00 a.m. to 6:00 p.m. on Monday to Friday, excluding public holidays.

Taking into account of the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the SGM against the epidemic to protect the shareholders from the risk of infection: (i) compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue; (ii) every shareholder or proxy is required to wear surgical facial mask throughout the meeting; and (iii) no beverage and refreshment will be served and no corporate gift will be distributed to avoid close contact of the participants. The Company will closely monitor and ascertain the regulations and measures introduced or to be introduced by the Hong Kong government, and if necessary will make further announcement(s) in case of any update regarding the precautionary measures to be carried out at the SGM.

Furthermore, the Company would like to remind all shareholders that physical attendance at the SGM is not necessary for the purpose of exercising voting rights. As an alternative, the Company wishes to advise the shareholders, particularly shareholders who are subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the SGM as a proxy to vote on the resolution, instead of attending the SGM in person. The form of proxy can be downloaded from the website of the Company at <http://www.zhongchangintl.hk/html/index.php> or HKEXnews at www.hkexnews.hk. In order to be valid, the form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before 4:30 p.m. 7 May 2020.

As at the date of this notice, the Board comprises Mr. Fan Xuerui (Chairman), Mr. Pi Minjie, Mr. Sun Meng and Ms. Li Guang as executive Directors; Mr. Wang Xin as non-executive Director; and Mr. Hung Ka Hai Clement, Mr. Liew Fui Kiang and Mr. Wong Sai Tat as independent non-executive Directors.