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珠光控股
ZHUGUANG HOLDINGS

ZHUGUANG HOLDINGS GROUP COMPANY LIMITED

珠光控股集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1176)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of Zhuguang Holdings Group Company Limited (“**Company**”) will be held at 2:15 p.m., on Friday, 17 July 2020, at Meeting Room No. 1, 19/F., Zhuguang Xincheng International Centre, Block B, No. 3 Qingyi Street, Race Course Road, Tianhe District, Guangzhou, The People’s Republic of China, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the agreement dated 22 April 2020 entered into between (i) the Company; (ii) United Talent Investments Limited (a wholly-owned subsidiary of the Company); (iii) 廣州御宏投資有限公司 (for identification only, Guangzhou Yuhong Investment Company Limited) (a non-wholly-owned subsidiary of the Company); (iv) Skyleap Investments Limited (a wholly-owned subsidiary of the Company); and (v) 廣州博浩企業管理合伙企業(有限合伙) (for identification only, Guangzhou Bohao Corporate Management Partnership (Limited Liability Partnership)), in relation to the Disposal (as defined in the circular of the Company dated 24 June 2020, a copy of which has been produced to the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) (“**Co-Development Agreement**”) (a copy of the Co-Development Agreement has been produced to the Meeting marked “B” and initialled by the chairman of the Meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved; and

* *For identification purpose only*

- (b) any one of the directors of the Company (“**Directors**”) be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Co-Development Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the Co-Development Agreement and which shall be subject to the approval of the shareholders of the Company) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

On behalf of the Board
Zhuguang Holdings Group Company Limited
Chu Hing Tsung
Chairman

Hong Kong, 24 June 2020

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Place of Business in Hong Kong:

Room 5702-5703, 57th Floor
Two International Finance Centre
8 Finance Street
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 2:15 p.m. on Wednesday, 15 July 2020 or in any event not less than 48 hours before the time appointed for the holding the Meeting or any adjournment thereof (as the case may be).
3. 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 (as the case may be) should you so wish.

4. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Monday, 13 July 2020. In order to qualify for the entitlement to attend and vote at the Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Monday, 13 July 2020.
5. For joint registered holders of any shares of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares of the Company as if the shareholder was solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of poll.
7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises (i) six executive Directors, namely Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) (Chairman), Mr. Liu Jie (Chief Executive Officer), Mr. Liao Tengjia (Deputy Chairman), Mr. Huang Jiajue (Deputy Chairman), Mr. Chu Muk Chi (alias Mr. Zhu La Yi) and Ms. Ye Lixia; and (ii) three independent non-executive Directors, namely Mr. Leung Wo Ping JP, Mr. Wong Chi Keung and Dr. Feng Ke.