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## **Zhaobangji Properties Holdings Limited**

### **兆邦基地產控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1660)**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Zhaobangji Properties Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Unit 16–18, 11th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 19 March 2021 at 3:00 p.m., for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution each as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

1. **“THAT**

- (a) the Renewed Property Management Framework Agreement (as defined in the circular of the Company dated 3 March 2021 and a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby confirmed and approved;
- (b) the annual caps in respect of the transactions contemplated under the Renewed Property Management Framework Agreement in the amounts of RMB27,000,000, RMB27,800,000 and RMB28,600,000 for the three years ending 31 March 2022, 31 March 2023 and 31 March 2024, and in any event not higher than 25% of the revenue of the Group for the immediately preceding financial year as shown in its audited consolidated financial statements during the three years ending 31 March 2022, 31 March 2023 and 31 March 2024 respectively be and are hereby approved; and

- (c) any director of the Company (the “**Director**”) or any other person authorised by the board of Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for or in connection with the implementation of the Renewed Property Management Framework Agreement and all transactions and other matters contemplated thereunder or ancillary thereto, to agree to any waiver of compliance with or amendment or supplement to any of the provisions of the Renewed Property Management Framework Agreement which is in his/her opinion not of a material nature and necessary, desirable or expedient for or in connection with the implementation of the Renewed Property Management Framework Agreement and all transactions and other matters contemplated thereunder or ancillary thereto, and to effect or implement any other matter referred to in this resolution.”

Yours faithfully,  
By order of the Board  
**Zhaobangji Properties Holdings Limited**  
**Xu Chujia**  
*Chairman and executive Director*

Hong Kong, 3 March 2021

*Registered office:*

Maples Corporate Services Limited  
P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

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

Unit 16–18, 11/F  
China Merchants Tower, Shun Tak Centre  
168–200 Connaught Road Central  
Hong Kong

*Notes:*

1. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 17 March 2021 to 19 March 2021, both days inclusive, during which period no transfer of shares will be effected and registered. In order to be eligible to attend and vote at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on 16 March 2021.
2. Any member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of only part of his holding of shares in the Company. A proxy need not be a member of the Company.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The instrument appointing a proxy and (if required by the board) 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 delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned meeting at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

*As at the date of this notice, the Board comprises six executive Directors, namely, Mr. Xu Chujia, Mr. Cai Chun Fai, Mr. Li Yan Sang, Mr. Sze-to Kin Keung, Mr. Wu Hanyu and Mr. Zhao Yiyong; two non-executive Directors, namely, Ms. Zhan Meiqing and Professor Lee Chack Fan, G.B.S., S.B.S., J.P.; and four independent non-executive Directors, namely, Mr. Hui Chin Tong Godfrey, Mr. Ma Fung Kwok, S.B.S., J.P., Mr. Wong Chun Man and Mr. Ye Longfei.*