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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your 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 Zhejiang United Investment Holdings Group Limited (the “Company”), 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 transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (“GEM”) of the Stock Exchange 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; there are no other matters the omission of which would make any statement herein or this circular misleading.

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## ZHEJIANG UNITED INVESTMENT HOLDINGS GROUP LIMITED

浙江聯合投資控股集團有限公司

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

**(Stock Code: 8366)**

### REQUISITION OF SUBSTANTIAL SHAREHOLDER TO CONVENE AN EXTRAORDINARY GENERAL MEETING; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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A notice convening an extraordinary general meeting (“EGM”) of the Company to be held at Room 511, 5/F., Concordia Plaza, No. 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 30 September 2021 at 11:00 a.m., is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at <http://www.hkgem.com> and the Company at <http://www.zjuv8366.com>.

Whether or not you are able to attend the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event no less than 48 hours before the time appointed for holding the EGM (i.e. no later than 11:00 a.m. on Tuesday, 28 September 2021) or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person in the EGM if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

13 September 2021

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## PRECAUTIONARY MEASURES FOR EGM

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The following measures will be taken with a view to prevent and control the spread of the novel coronavirus (COVID-19) at the EGM, including:

- **Every attendee will be required to submit a completed and signed health declaration form prior to being admitted to the EGM venue**
- **Mandatory screening of body temperature**
- **Mandatory wearing of a surgical face mask**
- **Physical distancing**
- **No food and beverage service**
- **No handing out of corporate gifts**
- **Limiting attendance in person at the EGM venue**

The Company will limit attendance in person at the EGM venue subject to strict compliance of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation at any one time in the EGM venue. The Board reserves the right to change this maximum attendance number at any time depending on the public health situation at the time of the EGM and the guidance of the Hong Kong Government.

**Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine will be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the meeting in person.**

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Zhejiang United Investment Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM
“Director(s)”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Room 511, 5th Floor, Concordia Plaza, No. 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 30 September 2021 at 11:00 a.m., the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 September 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Proposed Resolutions”	the proposed ordinary resolutions set out in the Requisition Notice from the Requisitionist to the Company in relation to, among others, the removal and appointment of Directors as referred to in this circular

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## DEFINITIONS

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“Requisitionist”	Mr. Zhang Yan, a beneficial owner of 158,000,000 Shares (representing approximately 10.02% of the total issued share capital of the Company) which are held by HKSCC Nominees Limited in the capacity of nominee holder
“Requisition Notice”	a notice of requisition dated 2 September 2021 from the Requisitionist to the Company
”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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**ZHEJIANG UNITED INVESTMENT HOLDINGS GROUP LIMITED**  
**浙江聯合投資控股集團有限公司**

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

**(Stock Code: 8366)**

*Executive Director:*

Mr. Zhou Ying (*Chairman and Chief Executive Officer*)

Ms. Meng Ying

Ms. Lai Pik Chi Peggy

*Registered office:*

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

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

Room 511, 5/F

Concordia Plaza

No. 1 Science Museum Road

Tsim Sha Tsui East

Kowloon

Hong Kong

13 September 2021

*To the Shareholders*

Dear Sir or Madam,

**REQUISITION OF SUBSTANTIAL SHAREHOLDER TO  
CONVENE AN EXTRAORDINARY GENERAL MEETING;  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with (i) further information in relation to the proposed removal and appointment of Directors; and (ii) the notice of the EGM.

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## LETTER FROM THE BOARD

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### REQUISITION NOTICE

Reference is made to the announcement of the Company dated 7 September 2021. On 2 September 2021, the Board received the Requisition Notice from the Requisitionist requiring the Board to convene an extraordinary general meeting for considering and, if thought fit, passing the following ordinary resolutions:

1. “That Mr. Zhou Ying be and is hereby be removed as chairman of the Board and executive Director and from position he holds in any committee of the Board effective from the date of passing such resolution.”
2. “That Ms. Meng Ying be and is hereby be removed from office as executive Director pursuant and from position she holds in any committee of the Board effective from the date of passing such resolution.”
3. “That Mr. Choi Pun Lap be and is hereby be appointed as executive Director with immediate effect upon passing of this resolution.”

### RELEVANT PROVISIONS UNDER THE ARTICLES OF ASSOCIATION

Pursuant to Section 64 of the Articles of Association, any one or more members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition deposited at the registered office of the Company, to require a general meeting to be called by the Board for the transaction of any business specified in such requisition. The Company will convene the EGM in accordance with the provisions of the Article of Association. Such EGM so convened shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the Requisitionist himself may do so in the same manner.

In accordance with the relevant provisions under the Articles of Association, the Company (i) has convened the EGM within twenty-one (21) days from the date of deposit of the requisition of the Requisitionist; and (ii) the EGM will be held within two months from the date of deposit of such requisition.

### PROPOSED REMOVAL AND APPOINTMENT OF DIRECTORS

The Requisition Notice has set out the biographical details of the proposed Director. The Company is required to disclose the details referred to under Rule 17.50(2) of the GEM Listing Rules in respect of any proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting. Details of the proposed Director, which have been reproduced from and are solely based upon the information provided by the Requisitionist in the Requisition Notice, are set out in the Appendix to this circular. Shareholders should note that the Board has not verified the particulars of the proposed Director stated in the Appendix to this circular.



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## LETTER FROM THE BOARD

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### EGM

A notice convening the EGM to be held at Room 511, 5/F., Concordia Plaza, No. 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 30 September 2021 at 11:00 a.m. is set out on EGM-1 to EGM-2 of this circular. At the EGM, resolutions will be proposed to approve, among others, the removal and appointment of Directors.

A form of proxy of the EGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com). Whether or not you intend to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding the EGM (i.e. Tuesday, 28 September 2021 at 11:00 a.m. (Hong Kong time)) or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person in the EGM if you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the ordinary resolutions to be proposed at the EGM.

The Proposed Resolutions will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 27 September 2021 to Thursday, 30 September 2021, both days inclusive, for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No transfer of Shares will be registered during this period. Shareholders whose names appear on the register of members of the Company on Friday, 24 September 2021 are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 24 September 2021.

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## LETTER FROM THE BOARD

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### 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 in this circular misleading.

Yours faithfully,  
For and on behalf of  
**Zhejiang United Investment Holdings Group Limited**  
**Lai Pik Chi Peggy**  
*Executive Director*

*The biographical details of the proposed Director, which have been reproduced from and are solely based upon the information provided by the Requisitionist, are set out below. Such particulars of the proposed Director have not been verified by the Board.*

**EXECUTIVE DIRECTOR:****Mr. Choi Pun Lap**

Mr. Choi, aged 43, has extensive knowledge in corporate finance transactions in Hong Kong. He is well experienced for working in mergers & acquisition, analysing financial and market data, responsible for coordinating and supporting integration planning for acquisitions, and taking deals through the full process to successful completion. He is currently (i) the financial controller of the Company; (ii) an executive director of Aurum Pacific (China) Group Limited (stock code: 8148), a company incorporated in Cayman Islands with limited liability and the issued shares are listed on the GEM of Stock Exchange of Hong Kong Limited; and (iii) an independent non-executive director of Sunway International Holdings Limited (stock code: 58), a company incorporated in Bermuda with limited liability and the issued shares are listed on the Main Board of the Stock Exchange. Also, he is a principal of Absolute Value Business & Asset Valuation Limited which provides services of valuation, accounting and business solution to different companies in different industries. In the past, Mr. Choi was a financial controller of a company which is listed in GEM in 2019 and he was a senior audit manager in the audit department of HLB Hodgson Impey Cheng Limited (“**HLB**”) in Hong Kong. He has worked in HLB for more than ten years from February 2007 to December 2017.

Mr. Choi is a valuation practitioner of International Association of Certified Valuation Specialists since 2019. He is a member of Hong Kong Institute of Certified Public Accountants, a member of Certified Practising Accountants Australia and a member of Chartered Global Management Accountant. Mr. Choi graduated from Hong Kong Metropolitan University with a Master of Law (Chinese Business Law) in Hong Kong in 2017. He obtained a Bachelor of Business (Accounting) from Central Queensland University in Australia in 2003 and further studied Postgraduate Diploma of Accounting in Monash University in Australia in 2005.

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## NOTICE OF EGM

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### ZHEJIANG UNITED INVESTMENT HOLDINGS GROUP LIMITED 浙江聯合投資控股集團有限公司

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

**(Stock Code: 8366)**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of Zhejiang United Investment Holdings Group Limited (the “Company”) will be held at Room 511, 5/F., Concordia Plaza, No. 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 30 September 2021 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “That Mr. Zhou Ying be and is hereby be removed as chairman of the Board and executive Director and from position he holds in any committee of the Board effective from the date of passing such resolution.”
2. “That Ms. Meng Ying be and is hereby be removed from office as executive Director pursuant and from position she holds in any committee of the Board effective from the date of passing such resolution.”
3. “That Mr. Choi Pun Lap be and is hereby be appointed as executive Director with immediate effect upon passing of this resolution.”

For and on behalf of the Board

**Zhejiang United Investment Holdings Group Limited**

**Lai Pik Chi Peggy**

*Company Secretary*

Hong Kong, 13 September 2021

*Registered office:*

Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

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

Room 511, 5/F  
Concordia Plaza  
No. 1 Science Museum Road  
Tsim Sha Tsui East  
Kowloon  
Hong Kong

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## NOTICE OF EGM

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*Notes:*

1. The register of members of the Company will be closed from Monday, 27 September 2021 to Thursday, 30 September 2021, both days inclusive, for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No transfer of Shares will be registered during this period. Shareholders whose names appear on the register of members of the Company on Friday, 24 September 2021 are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 24 September 2021.
2. A form of proxy to be used for the meeting is enclosed.
3. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company 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. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is corporation shall be entitled exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or 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 duly 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 fact.
5. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarial certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or adjournment thereof (as the case may be).
6. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened, and in such event, the instruction appointing the proxy shall be deemed to be revoked.
7. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior 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 joint holding.
8. Members of the Company or their proxies shall produce documents of their proof of identity when attending the EGM.
9. If typhoon signal number 8 or above, or a "black" rainstorm warning is in effect any time after 7: 00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.zjuv8366.com> and on the HKExnews website of the Stock Exchange at [www.hkexnews.com](http://www.hkexnews.com) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
10. As at the date of this notice, the executive directors of the Company are Mr. Zhou Ying, Ms. Meng Ying, and Ms. Lai Pik Chi Peggy.