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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 licensed securities dealer or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhicheng Technology Group Ltd. (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Zhicheng Technology Group Ltd.
志承科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8511)

(1) PROPOSED CHANGE OF COMPANY NAME;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover shall have the same meanings as defined in this circular.

A notice convening an extraordinary general meeting of the Company to be held at 9/F Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong at 10:30 a.m. on Wednesday, 2 March 2022 or any adjourned meeting hereof to approve matters referred to in this circular, is set out on pages 13 to 15 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 websites of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and the Company at www.ztecgroupp.com.

Whether or not you are able to attend the extraordinary general meeting in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting (i.e. before 10:30 a.m. on Monday, 28 February 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

26 January 2022

* *For identification purposes only*

PRECAUTIONARY MEASURES AT THE EGM

Due to the on-going outbreak of COVID-19, the following measures will be taken to safeguard the health and well-being of the Shareholders who are attending the EGM in person:

- body temperature check
- wearing of surgical face masks
- social distancing
- access restriction for quarantine participants according to the Department of Health of Hong Kong
- no distribution of corporate gifts or refreshments

Any Shareholders who (i) refuses to co-operate with the precautionary measures; (ii) has a body temperature of over 37.0 degree Celsius; and/or (iii) has any flu-like symptoms will not be admitted to the venue. The Company reminds the Shareholders that physical attendance is not necessary for the purpose of exercising their rights and encourages the Shareholders to exercise their right to vote by appointing the Chairman of the EGM as their proxy instead of attending the EGM in person.

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DEFINITIONS

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

“Article(s)”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Zhicheng Technology Group Ltd., a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM of the Stock Exchange (Stock code: 8511)
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held at 10:30 a.m. on Wednesday, 2 March 2022 or any adjournment thereof for the purpose of considering, and if thought fit, approving the Proposed Change of Company Name and the re-election of retiring Directors
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“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
“Joint Offerors”	collectively, Tecway Technology Limited, Mr. Zhang Zhilong and Theia Vision Capital Limited, being the joint offerors in relation to the Offer
“Latest Practicable Date”	21 January 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular
“Mr. Huang”	Mr. Huang Minzhi, the ultimate beneficial owner of Tecway Technology Limited
“Offer”	the mandatory unconditional cash offer made by Forwin Securities Group Limited, on behalf of the Joint Offerors, to acquire all the issued Shares (other than those already owned and/or agreed to be acquired by the Joint Offerors and/or parties acting in concert with it) as disclosed in the joint announcement of the Company dated 25 November 2021

DEFINITIONS

“PRC”	the People’s Republic of China, which shall for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Zhicheng Technology Group Ltd.” to “Min Fu International Holding Limited”, and the adoption of the Chinese name of “民富國際控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “志承科技集團有限公司” which has been used for identification purposes only
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

The English transliteration of the Chinese names in this circular, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names.

LETTER FROM THE BOARD

Zhicheng Technology Group Ltd.
志承科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8511)

Executive Directors

Mr. Huang Minzhi (*Chairman*)
Mr. Zeng Weijin (*Chief Executive Officer*)
Mr. Wu Di

Registered office:

Sertus Chambers, Governors Square
Suite #5-204, 23 Lime Tree Bay
Avenue P.O. Box 2547 Grand
Cayman, KY1-1104 Cayman Islands

Non-executive Directors

Ms. Ye Jialing
Mr. Zhou Ruizhao

Principal place of

business in Hong Kong:
31/F, Tower Two Times Square
1 Matheson Street Causeway Bay
Hong Kong

Independent non-executive Directors

Mr. Leung Gavin L.
Mr. Ning Jie
Dr. Zhou Wenming

26 January 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 21 January 2022 in respect of the Proposed Change of Company Name.

The purpose of this circular is to provide the Shareholders with information in respect of the special resolution to be proposed at the EGM for the Proposed Change of Company Name, and the notice of the EGM to be convened and held for the purpose of considering, and if thought fit, approving the Proposed Change of Company Name and ordinary resolutions will be proposed to approve the re-election of Directors.

* *For identification purposes only*

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Zhicheng Technology Group Ltd.” to “Min Fu International Holding Limited”, and to adopt the Chinese name of “民富國際控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “志承科技集團有限公司” which has been used for identification purposes only.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect upon the date on which the new English name and the new dual foreign name of the Company are entered on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

Following the completion of acquisition of the controlling stake by the Joint Offerors on 29 November 2021, the Joint Offerors became the controlling shareholders of the Company. As disclosed in the composite offer and response document of the Company dated 16 December 2021, upon completion of the Offer, while continuing the principal business of the Group, the Joint Offerors intend to leverage on Mr. Huang’s experience and knowledge to explore the business opportunity in the burial service business, which shall include sale of burial plots and provision of cemetery maintenance services, with the goal of generating better return for the Company.

The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group’s business development and its direction of future development. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company’s daily business operation and its financial position. All existing share certificates in issue bearing the Company’s existing name shall continue to be valid evidence of the title and valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. There

LETTER FROM THE BOARD

will not be any arrangements for free exchange of existing share certificates for new share certificates under the new name of the Company. Once the Proposed Change of Company Name becomes effective, new share certificates will be issued under the new name of the Company.

Upon the Proposed Change of Company Name becoming effective, the Company intends to change the stock short name of the Company correspondingly. The Company will make further announcement(s) on the Proposed Change of Company Name as soon as practicable after the Proposed Change of Company Name has become effective and will announce the change of the stock short name and change of Company's website following the Proposed Change of Company Name. The stock code of the Company will remain as "8511".

RE-ELECTION OF RETIRING DIRECTORS

References are made to the announcements of the Company dated 16 December 2021 and 7 January 2022 respectively, whereby with effect from 16 December 2021, each of Mr. Huang Minzhi and Mr. Zeng Weijin ("**Mr. Zeng**") was appointed as an executive Director and with effect from 7 January 2022, each of Ms. Ye Jialing ("**Ms. Ye**") and Mr. Zhou Ruizhao ("**Mr. Zhou**") was appointed as a non-executive Director; and each of Mr. Leung Gavin L. ("**Mr. Leung**"), Mr. Ning Jie ("**Mr. Ning**") and Dr. Zhou Wenming ("**Dr. Zhou**") was appointed as an independent non-executive Director. In accordance with Article 112 of the articles of association of the Company, each of Mr. Huang, Mr. Zeng, Ms. Ye, Mr. Zhou, Mr. Leung, Mr. Ning and Dr. Zhou will retire from office as a Director and, being eligible, offer himself/herself for re-election at the EGM. Details of Mr. Huang, Mr. Zeng, Ms. Ye, Mr. Zhou, Mr. Leung, Mr. Ning and Dr. Zhou are set out in the Appendix to this circular.

EGM AND PROXY ARRANGEMENT

A notice convening the EGM is set out on pages 13 to 15 of this circular. The EGM will be held at 9/F Infinitus Plaza 199, Des Voeux Road Central, Hong Kong at 10:30 a.m. on Wednesday, 2 March 2022, for the Shareholders to consider and, if thought fit, to approve the Proposed Change of Company Name and the re-election of Directors.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible, and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules and the Articles, any vote of Shareholders at a general meeting must be taken by poll save that 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. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his votes or cast all the votes he uses in the same way. The Company will appoint scrutineers to handle vote-taking procedures at the EGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 17.47(5) of the GEM Listing Rules.

The Proposed Change of Company Name is subject to the approval of a special resolution passed by the Shareholders. To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, as none of the Shareholders is interested in the Proposed Change of Company Name, no Shareholders are required to abstain from voting at the EGM on the Proposed Change of Company Name and the ordinary resolutions to approve the re-election of Directors.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM to be held on Wednesday, 2 March 2022, the register of members of the Company will be closed from Thursday, 24 February 2022 to Wednesday, 2 March 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 23 February 2022. All persons who are registered holders of the Shares on Wednesday, 2 March 2022, the record date of the EGM, will be entitled to attend and vote at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 herein or this circular misleading.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions at the EGM to approve the Proposed Change of Company Name and the re-election of Directors.

Yours faithfully
For and on behalf of the Board of
Zhicheng Technology Group Ltd.
Huang Minzhi
Chairman

Set out below are the biographical details of the new Directors:

EXECUTIVE DIRECTOR**Mr. Huang Minzhi (“Mr. Huang”)**

Mr. Huang, aged 35, has over nine years of investment and management experience in tourism and cultural real estate, cemetery real estate and industrial park. He worked in OCBC Wing Hang Bank and Bank of Ningbo. He is currently an executive director of Shenzhen Min Fu Cultural Development Co., Ltd.[#] (深圳市民富文化發展有限公司), where he is responsible for the design and management of humanities memorial park, research and development of data management system and funeral services. He obtained bachelor’s degree from Guangzhou Sport University in Guangdong, the PRC in 2009 and is a postgraduate of Concordia University Wisconsin, the US.

As at the Latest Practicable Date, Tecway Technology Limited was interested in 144,097,800 Shares, representing approximately 36.02% of the issued share capital of the Company. Tecway is the controlling shareholder of the Company. Tecway Technology Limited is wholly-owned by Mr. Huang. Mr. Huang is deemed to be interested in the shares in which Tecway Technology Limited is interested in under Part XV of the SFO.

Mr. Huang has entered into a service agreement with the Company pursuant to which he is appointed for an initial term of three years commencing on 16 December 2021. Mr. Huang is entitled to terminate his appointment at any time by giving the Company notice in writing. His appointment is subject to normal retirement and re-election by the Shareholders at the annual general meeting of the Company. Mr. Huang is entitled to a director’s fee of HK\$100,000 per month which was determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, (i) Mr. Huang did not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Mr. Huang had no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) Mr. Huang did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date; and (iv) Mr. Huang did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Mr. Huang that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Zeng Weijin (“Mr. Zeng”)

Mr. Zeng, aged 40, has over five years of investment and management experience in tourism and cultural real estate, cemetery real estate and industrial park. He is currently an executive director and the chief risk officer of Shenzhen Min Fu Cultural Development Co., Ltd.[#] (深圳市民富文化發展有限公司), where he is responsible for the research and development and promotion of intelligent, digital management system. He was an executive director of Shenzhen Qianhai Min Fu Asset Management Co., Ltd.[#] (深圳市前海民富資產管理有限公司) in 2018, where he was responsible for asset management and investment management. In 2007, he had worked in OCBC Wing Hang Bank for over ten years. He graduated from Zhaoqing University in Guangdong, the PRC in 2006. He is a registered fund practitioner with the Asset Management Association of China.

Mr. Zeng has entered into a service agreement with the Company pursuant to which he is appointed for an initial term of three years commencing on 16 December 2021. Mr. Zeng is entitled to terminate his appointment at any time by giving the Company notice in writing. His appointment is subject to normal retirement and re-election by the Shareholders at the annual general meeting of the Company. Mr. Zeng is entitled to a director’s fee of HK\$90,000 per month which was determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, (i) Mr. Zeng did not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Mr. Zeng had no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) Mr. Zeng did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date; and (iv) Mr. Zeng did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Mr. Zeng that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NON-EXECUTIVE DIRECTORS**Ms. Ye Jialing (“Ms. Ye”)**

Ms. Ye, aged 35, has over five years of investment and management experience in tourism and cultural real estate, cemetery real estate and industrial park. She is currently the chief operating officer of Shenzhen Min Fu Cultural Development Co., Ltd.[#] (深圳市民富文化發展有限公司), where she is responsible for the design and management of humanities memorial park, research and development of digital management system and funeral services. She is currently also the investment consultant of Shenzhen Qianhai Min Fu Asset Management Co., Ltd.[#] (深圳市前海民富資產管理有限公司), where she is responsible for property investment and cemetery investment. She graduated from Guangdong Academy of Literature and Art[#] (廣東文藝藝術學院) in Guangdong, the PRC in 2008.

Ms. Ye has entered into a letter of appointment with the Company pursuant to which she is appointed for an initial term of three years commencing on 7 January 2022. Ms. Ye is entitled to terminate her appointment at any time by giving the Company notice in writing. Her appointment is subject to normal retirement and re-election by the Shareholders at the annual general meeting of the Company. Ms. Ye is entitled to a director's fee of HK\$30,000 per month which was determined by the remuneration committee of the Company with reference to her duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, (i) Ms. Ye did not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Ms. Ye had no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) Ms. Ye did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date; and (iv) Ms. Ye did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Ms. Ye that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Zhou Ruizhao (“Mr. Zhou”)

Mr. Zhou, aged 36, has over five years of experience in investment management. He is currently an executive director of Shenzhen Min Fu Cultural Development Co., Ltd.[#] (深圳市民富文化發展有限公司), where he is responsible for the design and management of humanities memorial park, research and development of digital management system and funeral services. He was an executive director and the general manager of Hunan branch of Shenzhen Tianheng Financial Services Co., Ltd.[#] (深圳市天恒金融服務有限公司) from June 2016 to September 2018, where he was responsible for financial consultancy, financial services, financial outsourcing services entrusted by financial institutions, entrusted asset management and investment management. He obtained his Certificate in geological engineering from Wuhan University of Engineering Science in Wuhan, the PRC in December 2018.

Mr. Zhou has entered into a letter of appointment with the Company pursuant to which he is appointed for an initial term of three years commencing on 7 January 2022. Mr. Zhou is entitled to terminate his appointment at any time by giving the Company notice in writing. His appointment is subject to normal retirement and re-election by the Shareholders at the annual general meeting of the Company. Mr. Zhou is entitled to a director's fee of HK\$30,000 per month which was determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, (i) Mr. Zhou did not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Mr. Zhou had no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) Mr. Zhou did not hold any directorship in public companies the securities

of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date; and (iv) Mr. Zhou did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Mr. Zhou that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Leung Gavin L. (“Mr. Leung”)

Mr. Leung, aged 46, has over 15 years of audit and company secretarial experience. He is currently the financial controller and the company secretary of Archikris Holding Limited, where he is responsible for supervising financial affairs and corporate secretarial matters of the group. Since December 2003, he has worked in Grey DPI Group as an accountant and left with his last position as finance director in April 2017. Between May 2017 and August 2017, he joined China Oil Gangran Energy Group Holdings Limited (currently known as Century Energy International Holdings Limited), a company listed on GEM of the Stock Exchange (stock code: 8132), as the personal assistant to chairman in board of directors. He then joined International Resources (TSC) Pte Ltd as a financial controller between March 2018 and December 2019. Mr. Leung obtained his Diploma in accounting from the University of Hong Kong School of Professional and Continuing Education in November 2000; and his Bachelor’s degree of commerce, accounting and finance from Curtin University of Technology in Australia in February 2006. He has been a fellow member of Certified Practising Accountant Australia (CPA Australia) since January 2019. He has also been a member of Hong Kong Institute of Certified Public Accountants since May 2020.

Mr. Leung has entered into a letter of appointment with the Company pursuant to which he is appointed for an initial term of three years commencing on 7 January 2022. Mr. Leung is entitled to terminate his appointment at any time by giving the Company notice in writing. His appointment is subject to normal retirement and re-election by the Shareholders at the annual general meeting of the Company. Mr. Leung is entitled to a director’s fee of HK\$120,000 per annum which was determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, (i) Mr. Leung did not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Mr. Leung had no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) Mr. Leung did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date; and (iv) Mr. Leung did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Leung has confirmed that he has met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Mr. Leung that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Ning Jie (“Mr. Ning”)

Mr. Ning, aged 38, has more than 15 years of experience in the legal sector. He is currently a senior partner of Guangdong Ganglian Law Firm (廣東港聯律師事務所). Since September 2020, he has been an executive director of Pak Tak International Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2668). Mr. Ning obtained his Bachelor’s degree in law and his second Bachelor’s degree in accounting from Southwest University of Political Science and Law in Chongqing, the PRC in July 2005. Mr. Ning was qualified as a lawyer in the PRC in 2013.

Mr. Ning has entered into a letter of appointment with the Company pursuant to which he is appointed for an initial term of three years commencing on 7 January 2022. Mr. Ning is entitled to terminate his appointment at any time by giving the Company notice in writing. His appointment is subject to normal retirement and re-election by the Shareholders at the annual general meeting of the Company. Mr. Ning is entitled to a director’s fee of HK\$50,000 per annum which was determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, (i) Mr. Ning did not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Mr. Ning had no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) Mr. Ning did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date; and (iv) Mr. Ning did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Ning has confirmed that he has met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Mr. Ning that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Dr. Zhou Wenming (“Dr. Zhou”)

Dr. Zhou, aged 40, has over seven years of experience in investment management and risk management. He is currently the chief risk management officer of Szu PhD Investment Management Co., Ltd., where he is responsible for the investment management, and establishment, supervision and implementation of risk management and control system. He is currently also the associate dean of Longhua Bioindustry and Innovation Research Institute, Shenzhen University, where he is responsible for technology transformation and other areas. He worked in Shenzhen University Graduate School from August 2008 to

December 2017, where he was responsible for postgraduate admission, training and management. He obtained his Bachelor's degree in biotechnology from South China University of Tropical Agriculture (which had merged with Hainan University) in Hainan, the PRC in June 2005; his Master's degree in biochemistry and molecular biology from Shenzhen University in Shenzhen, the PRC in June 2008; and his Doctorate degree in history of economic thoughts from Shenzhen University in Shenzhen, the PRC in December 2016. He is a registered fund practitioner with the Asset Management Association of China.

Dr. Zhou has entered into a letter of appointment with the Company pursuant to which he is appointed for an initial term of three years commencing on 7 January 2022. Dr. Zhou is entitled to terminate his appointment at any time by giving the Company notice in writing. His appointment is subject to normal retirement and re-election by the Shareholders at the annual general meeting of the Company. Dr. Zhou is entitled to a director's fee of HK\$50,000 per annum which was determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, (i) Dr. Zhou did not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Dr. Zhou had no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) Dr. Zhou did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date; and (iv) Dr. Zhou did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Dr. Zhou has confirmed that he has met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Dr. Zhou that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF EGM

Zhicheng Technology Group Ltd. **志承科技集團有限公司***

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8511)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of Zhicheng Technology Group Ltd. (the “**Company**”) will be held at 9/F Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong at 10:30 a.m. on Wednesday, 2 March 2022, for considering and, if thought fit, passing, with or without amendments, the following resolutions:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands has been obtained, the English name of the Company be changed from “Zhicheng Technology Group Ltd.” to “Min Fu International Holding Limited” and the adoption of the Chinese name of “民富國際控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “志承科技集團有限公司” which has been used for identification purposes only and that any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the aforesaid change of the name of the Company, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

ORDINARY RESOLUTIONS

2. “**THAT:**
 - (I) (a) Mr. Huang Minzhi be re-elected as an executive Director;
 - (b) Mr. Zeng Weijin be re-elected as an executive Director;
 - (c) Ms. Ye Jialing be re-elected as a non-executive Director;
 - (d) Mr. Zhou Ruizhao be re-elected as a non-executive Director;
 - (e) Mr. Leung Gavin L. be re-elected as an independent non-executive Director;
 - (f) Mr. Ning Jie be re-elected as an independent non-executive Director;
 - (g) Dr. Zhou Wenming be re-elected as an independent non-executive Director; and

* *For identification purposes only*

NOTICE OF EGM

(II) the board of Directors be authorised to fix the Directors' remuneration.”

By order of the board
Zhicheng Technology Group Ltd.
Huang Minzhi
Chairman

Hong Kong, 26 January 2022

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed herewith.
3. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
4. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Meeting or at any adjourned meeting (as the case may be) should they so wish.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such Share shall be accepted to exclusion of the votes of the other joint holders.
6. Any voting at the Meeting shall be taken by poll.
7. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.
8. If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on Wednesday, 2 March 2022, the Meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the Meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

NOTICE OF EGM

9. PRECAUTIONARY MEASURES FOR THE MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:-

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.0 degrees Celsius may be denied entry into the Meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the Meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the Meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the Meeting as their proxy to vote on the relevant resolution(s) at the Meeting instead of attending the Meeting in person, by completing and return the proxy form attached to this document.