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

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

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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)**

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “**AGM**”) of the Company to be held at 2:15 p.m. on Friday, 11 June 2021 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, is contained in this circular. A form of proxy for use at the AGM is enclosed herein. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.zhuguang.com.hk](http://www.zhuguang.com.hk)) respectively. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar 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, 9 June 2021 or in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

30 April 2021

\* For identification purpose only

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
Introduction.....	3
General mandate to issue new Shares .....	4
General mandate to repurchase Shares.....	4
Proposed re-election of Directors.....	5
Annual general meeting .....	5
Actions to be taken.....	6
Voting by poll.....	6
Responsibility statement .....	6
Recommendation .....	7
<b>Appendix I — Explanatory statement on the Repurchase Mandate</b> .....	8
<b>Appendix II — Details of the Directors proposed                   to be re-elected at the AGM</b> .....	11
<b>Notice of Annual General Meeting</b> .....	AGM-1

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## DEFINITIONS

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

“AGM”	means the annual general meeting of the Company convened to be held at 2:15 p.m. on Friday, 11 June 2021 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, the notice of which is set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
“Board”	means the board of Directors
“Bye-Laws”	means the bye-laws of the Company
“Company”	means Zhuguang Holdings Group Company Limited (珠光控股集團有限公司*), a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange
“Director(s)”	means the director(s) of the Company
“Extension Mandate”	means a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate, as set out in resolution numbered 6(iii) in the notice convening the AGM
“Final Dividend”	means the proposed final dividend of HK1 cent per Share for the year ended 31 December 2020 as recommended by the Board
“Group”	means the Company and its subsidiaries
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	means a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of Shares in issue as at the date of the passing of the relevant resolution, as set out in resolution numbered 6(i) in the notice convening the AGM

*\* For identification purpose only*

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## DEFINITIONS

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“Latest Practicable Date”	means 23 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	means the nomination committee of the Board established pursuant to Code Provision A.5.1 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“PRC”	means the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	means a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the number of Shares in issue as at the date of the passing of the relevant resolution, as set out in resolution numbered 6(ii) in the notice convening the AGM
“RMB”	means Renminbi, the lawful currency of the PRC
“Rong De”	means Rong De Investments Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, which was interested in 4,830,591,289 Shares, representing approximately 67.14% of the issued share capital of the Company as at the Latest Practicable Date
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	means the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	means the holder(s) of the Share(s) from time to time
“Special Dividend”	means the proposed special dividend of HK9 cents per Share for the year ended 31 December 2020 as recommended by the Board
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Takeovers Code”	means the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“%”	means per cent.

*References to time and dates in this circular are to Hong Kong time and dates.*

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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)

Ms. Ye Lixia

*Independent non-executive Directors:*

Mr. Leung Wo Ping *JP*

Mr. Wong Chi Keung

Dr. Feng Ke

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business  
in Hong Kong:*

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

30 April 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

#### INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM, among other things, to grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate and to re-elect the retiring Directors in accordance with the Bye-Laws. These resolutions will be proposed at the forthcoming AGM and are set out in the notice convening the AGM contained in this circular.

*\* For identification purpose only*

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## LETTER FROM THE BOARD

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### **GENERAL MANDATE TO ISSUE NEW SHARES**

The existing general mandate to allot, issue and deal with up to 1,438,883,449 new Shares was granted to the Directors at the annual general meeting of the Company held on 15 June 2020. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate to enable the Directors to exercise all powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the number of Shares in issue as at the date of the passing of such resolution. In addition, it is further proposed, by way of a separate resolution, that the Issue Mandate be extended so that the Directors be given a general mandate to allot and issue further Shares the number of which equals to the number of the Shares repurchased under the Repurchase Mandate. The obtaining of such mandate is to provide flexibility and discretion to the Directors to allot and issue new Shares in accordance with the Listing Rules. As at the Latest Practicable Date, the number of Shares in issue was 7,194,417,247. Subject to the passing of the relevant resolution, the maximum number of new Shares to be issued under the Issue Mandate will be 1,438,883,449 (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM).

The Issue Mandate if granted will continue in force until (a) the conclusion of the next annual general meeting of the Company after the AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-Laws or the applicable laws of Bermuda; or (c) it is revoked or varied by an ordinary resolution passed in a general meeting of the Company, whichever is the earliest.

### **GENERAL MANDATE TO REPURCHASE SHARES**

The existing general mandate to repurchase Shares of up to 719,441,724 Shares was granted to the Directors at the annual general meeting of the Company held on 15 June 2020. No Shares under the existing repurchase mandate have been repurchased since the last annual general meeting of the Company. Such mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will also be proposed, to grant to the Directors the Repurchase Mandate to enable the Directors to exercise all powers of the Company to repurchase Shares, the number of which should not be more than 10% of the number of Shares in issue as at the date of passing of the relevant resolution. The Repurchase Mandate, if granted, will continue to be in force until (a) the conclusion of the next annual general meeting of the Company after the AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-Laws or the applicable laws of Bermuda; or (c) it is revoked or varied by an ordinary resolution passed in a general meeting of the Company, whichever is the earliest.

An explanatory statement containing information relating to the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised six executive Directors, namely Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) (“**Mr. Chu**”), Mr. Liu Jie, Mr. Liao Tengjia, Mr. Huang Jiajue (“**Mr. Huang**”), Mr. Chu Muk Chi (alias Mr. Zhu La Yi) and Ms. Ye Lixia; and three independent non-executive Directors, namely Mr. Leung Wo Ping *JP*, Mr. Wong Chi Keung (“**Mr. Wong**”) and Dr. Feng Ke.

In accordance with Bye-law No. 87 of the Bye-Laws, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third of the Directors), excluding the chairman of the Board and the Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board pursuant to Bye-law No. 86(2) of the Bye-Laws, shall retire from office by rotation. However, according to Code Provision A.4.2 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. As such, each of Mr. Chu, Mr. Huang and Mr. Wong shall retire from his office of Director by rotation at the AGM and being eligible, will offer himself for re-election at the AGM.

In considering the re-election of the above retiring Directors, the Nomination Committee has reviewed the professional qualifications, knowledge, experience, character, age, skills, cultural and educational background of the retiring Directors in accordance with the nomination policy and the board diversity policy of the Company. In the opinion of the Nomination Committee, Mr. Chu, Mr. Huang and Mr. Wong were committed to their roles, and their qualifications, experience and character will enable them to continue to contribute to the Board. Mr. Wong has not been involved in the daily management of the Company nor in any relationships or circumstances which would impair his independent judgment. He has consistently demonstrated his abilities to provide independent, balanced and objective advice and insight on the Company’s affairs. Further, the Board is of the opinion that Mr. Wong continues to be independent after reviewing and assessing his annual written confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules. In addition, taking into account of his extensive professional experience in finance, accounting and management, the Board considered that Mr. Wong can make further contributions to the Board and to its diversity. With his outstanding work and educational background, the Board believes that Mr. Wong is able to exercise his independent judgement and draw upon his experience and knowledge for the benefit of the Company and the Shareholders as a whole, in particular, the independent Shareholders. Accordingly, the Nomination Committee recommended the said persons to stand for re-election as Directors at the AGM.

The details of the Directors proposed to be re-elected are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-5 of this circular is a notice convening the AGM which contains inter alia, ordinary resolutions to approve the declaration and payment of the Final Dividend, the declaration and payment of the Special Dividend, the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of the retiring Directors.



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## LETTER FROM THE BOARD

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### **ACTIONS TO BE TAKEN**

A form of proxy for use at the AGM is also enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.zhuguang.com.hk](http://www.zhuguang.com.hk)) respectively. Whether or not you are able to attend the AGM, please complete and return the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar 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, 9 June 2021 or not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be on Monday, 7 June 2021. In order to qualify for the entitlement to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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, 7 June 2021.

The record date for determining the entitlement to the Final Dividend and the Special Dividend which is subject to the approval of the Shareholders at the AGM, will be on Friday, 18 June 2021. In order to qualify for entitlement to the Final Dividend and the Special Dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Friday, 18 June 2021.

### **VOTING BY POLL**

All the resolutions set out in the notice convening the AGM will be decided by poll in accordance with the Listing Rules.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his name in the register. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

After the conclusion of the AGM, the poll results will be published on the respective websites of the Stock Exchange and of the Company.

### **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 herein or this circular misleading.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole, and accordingly recommend the Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the AGM.

Yours faithfully  
For and on behalf of the Board  
**Zhuguang Holdings Group Company Limited**  
**Chu Hing Tsung**  
*Chairman*

This explanatory statement relates to the resolution proposed to be passed at the AGM authorising the grant of the Repurchase Mandate. It contains all the information required under Rule 10.06 of the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.

**1. Share capital**

As at the Latest Practicable Date, the issued share capital of the Company was 7,194,417,247 Shares. Subject to the passing of the relevant ordinary resolution for the grant of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM or any adjournment thereof, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 719,441,724 Shares.

**2. Reasons for repurchases**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchase may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the Company's net asset value per Share and/or its earnings per Share and will only be made when and to the extent that the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

**3. Funding of repurchases**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-Laws and the laws of Bermuda.

There might be a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the latest audited accounts of the Company for the year ended 31 December 2020, in the event that the proposed Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**4. Undertaking**

The Directors have undertaken to the Stock Exchange that they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Bye-Laws and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (having the meaning ascribed to it in the Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders at the AGM or any adjournment thereof.

No core connected person (having the meaning ascribed to it in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders at the AGM or any adjournment thereof.

**5. Takeovers Code**

If as a result of the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Rong De held 4,830,591,289 Shares, representing approximately 67.14% of the issued share capital of the Company (*Note*). Rong De was owned as to 36.00% by Mr. Liao Tengjia (a deputy chairman of the Company and an executive Director), 34.06% by Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) (the chairman of the Company and an executive Director) and 29.94% by Mr. Chu Muk Chi (alias Mr. Zhu La Yi) (an executive Director).

The Directors are not aware of any consequences which may arise under Rule 26 of the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under Rule 8.08 of the Listing Rules.

*Note:*

For the purpose of this section, the shareholding percentage in the Company was calculated on the basis of 7,194,417,247 Shares in issue as at the Latest Practicable Date.

**6. Share prices**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date and for the month of April 2021 up to the Latest Practicable Date were as follows:

Year and month	Per Share	
	Highest	Lowest
<b>2020</b>		
April	1.1300	0.9300
May	1.1100	1.0500
June	1.1400	1.0300
July	1.3600	1.0800
August	1.1900	1.0200
September	1.4000	1.0600
October	1.3900	1.1700
November	1.2900	1.1000
December	1.2300	1.0400
<b>2021</b>		
January	1.1000	1.0000
February	1.8300	1.0300
March	2.4300	1.5500
April (up to the Latest Practicable Date)	2.5000	1.9900

**7. Repurchase of the shares of the Company**

The Company had not repurchased any Shares during the previous six months immediately preceding the Latest Practicable Date.

*The following are the details of the Directors who shall retire from their offices of Directors by rotation, and being eligible, will offer themselves for re-election at the AGM according to the Bye-Laws.*

**Mr. Chu Hing Tsung (alias Zhu Qing Yi) (“Mr. Chu”)**, aged 51, is the chairman of the Company and an executive Director. He has been appointed as an executive Director since September 2019 and was appointed as the chief executive officer of the Company on 9 September 2009. In February 2010, he was appointed as the deputy chairman of the Company. In December 2013, he was re-designated as the chairman of the Company. With effect from 21 August 2015, Mr. Chu has resigned as the chief executive officer of the Company. Mr. Chu has over 22 years of extensive experience in corporate management and property development in the PRC. Mr. Chu has been appointed as a non-executive director, the chairman of the board of directors and the chairman of the nomination committee of Silver Grant International Holdings Group Limited (“**Silver Grant**”) (an associate of the Company and a company listed on the Main Board of the Stock Exchange with stock code: 171, which was formerly known as Silver Grant International Industries Limited), with effect from 29 January 2019.

Mr. Chu has entered into a letter of appointment with the Company. He has no fixed term of service with the Company, but he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws and applicable rules and laws. The appointment of Mr. Chu can be terminated with three months’ notice in writing by either party. Mr. Chu is entitled to a remuneration consisting of a salary of HK\$3,000,000 per annum and a discretionary bonus, which was determined based on his qualifications, experience and level of responsibilities undertaken, and the prevailing market conditions.

As at the Latest Practicable Date, save that Mr. Chu was (i) a 34.06% shareholder of Rong De, a controlling shareholder (having the meaning ascribed to it in the Listing Rules) of the Company; and (ii) the younger brother of Mr. Chu Muk Chi (alias Mr. Zhu La Yi), an executive Director, Mr. Chu did not have any relationship with any Directors, senior management, substantial Shareholders (having the meaning ascribed to it in the Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the Listing Rules).

As at the Latest Practicable Date, save that Mr. Chu was interested in the 4,830,591,289 Shares held by Rong De, which was a controlling Shareholder (having the meaning ascribed to it in the Listing Rules) and was owned as to 34.06% by him, Mr. Chu was not interested in any Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Chu did not hold any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chu did not (i) have any other major appointments and professional qualifications; and (ii) hold any other position with the Company or other members of the Group.

Save as disclosed above, there are no other matters that are required to be disclosed pursuant to any of the requirements set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Chu.

**Mr. Huang Jiajue** (“**Mr. Huang**”), aged 50, is a deputy chairman of the Company, an executive Director and a member of each of the remuneration committee and the nomination committee of the Company. He has been appointed as an executive Director and a director of certain subsidiaries of the Company since September 2009. With effect from 21 August 2015, Mr. Huang has been appointed as a deputy chairman of the Company. Mr. Huang obtained a Master’s Degree in Business Administration from the Sun Yat-Sen University in the PRC. He has over 22 years of financial management experience in the property development industry in the PRC. Mr. Huang has been appointed as an executive director, a member of the remuneration committee and an authorised representative under Rule 3.05 of the Listing Rules of Silver Grant with effect from 29 January 2019 and has been appointed as the chief executive officer of Silver Grant with effect from 2 September 2019.

Mr. Huang has entered into a letter of appointment with the Company. He has no fixed term of service with the Company, but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-Laws and applicable rules and laws. The appointment of Mr. Huang can be terminated with three months’ notice in writing by either party. Mr. Huang is entitled to a remuneration consisting of a salary of HK\$600,000 per annum and a discretionary bonus, which was determined based on his qualifications, experience and level of responsibilities, and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Huang (i) did not hold any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the Listing Rules).

As at the Latest Practicable Date, save that Mr. Huang had interest in 13,330,000 Shares, Mr. Huang was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang did not (i) have any other major appointments and professional qualifications; and (ii) hold any other position with the Company or other members of the Group.

Save as disclosed above, there are no other matters that are required to be disclosed pursuant to any of the requirements set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Huang.

**Mr. Wong Chi Keung** (“**Mr. Wong**”), aged 66, has been appointed as an independent non-executive Director since June 2012. Mr. Wong is also the chairman of each of the remuneration committee and the nomination committee of the Company, and a member of the audit committee of the Company. Mr. Wong holds a Master’s Degree in Business Administration from the University of Adelaide in Australia. He is a fellow member of each of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and CPA Australia, and an associate member of each of The Chartered Governance Institute and Administrators and The Chartered Institute of Management Accountants. He is also a Responsible Officer for asset management and advising on securities of CASDAQ International Capital Market (HK) Company Limited under the SFO. Mr. Wong has over 40 years of experience in finance, accounting and management.

Mr. Wong is currently an independent non-executive director of Asia Orient Holdings Limited (stock code: 0214), Asia Standard Hotel Group Limited (stock code: 0292), Asia Standard International Group Limited (stock code: 0129), Century City International Holdings Limited (stock code: 0355), Changyou Alliance Group Limited (stock code: 1039, formerly known as Fortunet e-Commerce Group Limited), China Ting Group Holdings Limited (stock code: 3398), Golden Eagle Retail Group Limited (stock code: 3308), Guoan International Limited (stock code: 0143), Paliburg Holdings Limited (stock code: 0617), Regal Hotels International Holdings Limited (stock code: 0078) and Yuan Heng Gas Holdings Limited (stock code: 0332). All of the companies above are listed on the Main Board of the Stock Exchange. Notwithstanding Mr. Wong has served as directors for more than seven listed companies, he has maintained his professionalism in various directorships of listed companies he serves (all of which he serves as an independent non-executive director). During his tenure in acting as an independent non-executive Director and the chairman or member of the board committees of the Company (“**Board Committees**”), Mr. Wong has actively participated in the meetings of the Board and the Board Committees in the past and has made significant time and efforts in attending to various business affairs of the Company that were brought to the attention, or which required the supervision, of the Board and/or the Board Committees, and with respect to which he has rendered valuable contributions, and so his time committed for his duties as an independent non-executive Director is not affected. Furthermore, Mr. Wong has also confirmed to the Board that he has sufficient time to devote to the affairs of the Company. Accordingly, the Board considered that, having regard to Mr. Wong’s performance during his past tenure, Mr. Wong will be able to continue to contribute as a member of the Board and the Board Committees and will also be able to devote sufficient time in performing his duties as an independent non-executive Director despite his directorships in other listed companies.

Mr. Wong is also an independent non-executive director of TPV Technology Limited (a company listed on the Main Board of the Stock Exchange with stock code: 0903 and subsequently withdrawn from listing from 4:00 p.m. on 14 November 2019).



Mr. Wong was an independent non-executive director of Nickel Resources International Holdings Company Limited (“**Nickel Resources**”) (a company listed on the Main Board of the Stock Exchange with stock code: 2889 and subsequently withdrawn from listing from 9:00 a.m. on 14 February 2020) from 2 May 2005 to 21 February 2020. According to Mr. Wong, a winding-up order pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) was made against Nickel Resources on 31 March 2020 in connection with a creditor of Nickel Resources demanding Nickel Resources to repay the total sums of US\$2,160,024.92 and GBP44,600.49 (being the outstanding principals and the accrued interests). According to its 2019 interim report, Nickel Resources was an investment holding company incorporated in the Cayman Islands with limited liability and Nickel Resources and its subsidiaries were engaged in the manufacturing, sub-contracting and sale of iron and steel products in the PRC and the trading of ore.

Mr. Wong acted as an independent non-executive director of China Shanshui Cement Group Limited (“**China Shanshui**”) (a company listed on the Main Board of the Stock Exchange with stock code: 691) from 2 February 2016 to 23 May 2018. On 2 June 2017, a petition (“**Hong Kong Petition**”) was issued by Asia Cement Corporation (“**ACC**”, a shareholder of China Shanshui), and its subsidiaries (“**Petitioners**”) to the Court of First Instance in the High Court of Hong Kong (“**High Court**”) against Tianrui (International) Holding Company Limited (“**Tianrui**”, a shareholder of China Shanshui) and Tianrui Group Company Limited (“**Tianrui Group**”, the holding company of Tianrui), certain then and former directors (including Mr. Wong) of China Shanshui (“**Directors of China Shanshui**”), China Shanshui and China Shanshui Investment Company Limited (“**CSI**”), alleging, inter alia, that Tianrui, CSI and the Directors of China Shanshui have conspired with one another and caused China Shanshui to perform misconduct which directly/indirectly benefitted Tianrui (“**Alleged Conspiracy**”). The Petitioners further asserted that the Alleged Conspiracy has harmed the interest of the shareholders of China Shanshui (including ACC) and has breached the Listing Rules, the Takeovers Code and fiduciary duties. On 6 September 2017, China Shanshui was served with a writ of summons filed in the Grand Court of the Cayman Islands (“**Grand Court**”), in which the ACC and eleven of its wholly-owned subsidiaries have articulated a claim which they seek to bring derivatively on behalf of China Shanshui (“**Derivative Action**”). The Derivative Action named Tianrui Group and fourteen then and former directors and officers of China Shanshui (including Mr. Wong) as defendants. According to the announcement of China Shanshui dated 11 September 2017, the Hong Kong Petition and the Derivative Action are substantially similar and rehearse many of the same allegations in different jurisdictions, including those of misconduct by the then and former directors of China Shanshui, breaching the Listing Rules, the Takeovers Code, and fiduciary duties. On 30 August 2018, Tianrui presented a petition seeking to wind up China Shanshui before the Grand Court and asking the court to appoint official liquidators to take over the management of China Shanshui (“**Cayman Petition**”). Tianrui filed a further application on 6 September 2018 for the appointment of joint provisional liquidators over China Shanshui. Pursuant to an order made by the Grand Court dated 19 October 2018 (“**Grand Court’s Order**”), the Cayman Petition was struck out and the application for appointment of joint provisional liquidators was dismissed. On 8 November 2018, Tianrui appealed against the Grand Court’s Order to the Court of Appeal of the Cayman Islands (“**Court of Appeal**”). During the appeal hearing on 14 to 16 January 2019 in the Court of Appeal, Tianrui withdrew its application for the appointment of joint provisional liquidators over China Shanshui.

On 16 January 2019, the Court of Appeal allowed the appeal and set aside the Grand Court’s Order. On 21 February 2019, China Shanshui sought leave to appeal to the Privy Council of the United Kingdom against the decision of the Court of Appeal but did not obtain leave to do so. On 29 March 2019 (Cayman Islands time), China Shanshui applied to the Grand Court for, among others, a validation order (“**VO Application**”) to validate, among others, the transfer of shares held by requesting shareholders to HKSCC Nominees Limited, the common nominee for shares deposited with the Central Clearing and Settlement System of Hong Kong. On 12 September 2019, the Grand Court granted the VO Application and ordered the validation of any transfer of shares to HKSCC Nominee Limited by the shareholders of China Shanshui and that any such transfer shall not be avoided in the event of any order for the winding-up of China Shanshui (“**Share Transfer Order**”). On the same day that the judgment was handed down, the Grand Court also granted to Tianrui the leave to appeal against its decision to the Court of Appeal. On 18 February 2020 (Cayman Islands time), the Court of Appeal allowed this appeal and reversed the Share Transfer Order. China Shanshui is seeking leave to appeal against the Court of Appeal’s decision, and continues to vigorously dispute the Cayman Petition, which it believes to be without merits. On 12 August 2019, the Company filed applications (“**Applications**”) with the Grand Court to, among others, strike out the Cayman Petition and/or stay the Cayman Petition until the High Court has delivered judgment at trial in certain legal proceedings in Hong Kong. On 6 April 2020 (Cayman Islands time), the Grand Court dismissed the Applications and as a result, the Cayman Petition will continue. The Company has filed an application for leave to appeal against the Grand Court’s decision. On 31 August 2018, Tianrui issued a winding up petition (“**Hong Kong Winding-up Petition**”) against China Shanshui in the High Court to commence an ancillary liquidation in respect of the Cayman Petition. The Hong Kong Winding-up Petition was later withdrawn on 23 October 2018. Separately, on 29 March 2019, China Shanshui together with certain of its subsidiaries commenced action (“**China Shanshui Action**”) in the High Court against, among others, Tianrui, Tianrui Group and its former directors and officers (including Mr. Wong), in connection with alleged unlawful means conspiracy by acting in combination and in concert with one another with respect to breaches of fiduciary and other duties, dishonest assistance and/or criminal intimidation and violence, as well as various breaches of duties as directors and/or officers of China Shanshui. As of the Latest Practicable Date, no further announcements were made by China Shanshui in relation to the developments of the above proceedings. According to Mr. Wong, he denies all the allegations against him and is seeking legal advice with a view to vigorously defending the allegations and the proceedings. Mr. Wong is of the view that those allegations and proceedings against him are of no reasonable basis and he strictly reserves all his rights. According to its 2017 summary financial report, China Shanshui was an investment holding company incorporated in the Cayman Islands with limited liability and the principal activities of China Shanshui and its subsidiaries were manufacturing and sale of cement, clinker and concrete.

Mr. Wong was an independent non-executive director of Fresh Express Delivery Holdings Group Co., Ltd (a company listed on the Main Board of the Stock Exchange with stock code: 1175, which was formerly known as FU JI Food and Catering Services Holdings Limited (“**FU JI**”)) from 22 November 2004 to 24 June 2011. On 19 October 2009, a petition to wind up FU JI was presented to the High Court and provisional liquidators of FU JI were appointed. As disclosed in the announcement of FU JI dated 30 October 2009, the financial position of FU JI had been deteriorating rapidly and that the primary purpose of the appointment of the provisional liquidators was generally to preserve its assets and to act in the interest of the general body of its creditors. On 2 July 2013, an order was granted by the High Court to dismiss the winding-up petition and to discharge the provisional liquidators from office with immediate effect, and trading in shares of FU JI on the Stock Exchange was resumed on 8 July 2013. According to its 2009 annual report, FU JI was an investment holding company incorporated in the Cayman Islands with limited liability and the subsidiaries of FU JI were principally engaged in the provision of catering services and the operation of Chinese restaurants in the PRC.

Mr. Wong was also an independent non-executive director and the chairman of each of the audit committee and the remuneration committee of Imperial Pacific International Holdings Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1076, which was formerly known as First Natural Foods Holdings Limited (“**First Natural Foods**”)) from 26 November 2007 to 20 November 2013, and a member of the nomination committee of First Natural Foods from 4 September 2012 to 20 November 2013. On 6 January 2009, a winding-up petition was presented to the High Court by First Natural Foods and provisional liquidators of First Natural Foods were appointed. As at the date of the said petition, the total amount of outstanding bank loans was approximately HK\$235 million, excluding a disputed claim arising from a notice of early termination of a US\$ interest swap agreement served by a commercial bank with a carrying amount exceeding US\$15.9 million. On 4 September 2012, the High Court granted an order that the winding-up petition be dismissed and the provisional liquidators had been discharged with effect from 4 September 2012, and trading in shares of First Natural Foods on the Stock Exchange was resumed on 6 September 2012. According to its 2008 annual report, First Natural Foods was an investment holding company incorporated in Bermuda with limited liability and First Natural Foods, through its subsidiaries, was principally engaged in the manufacturing and trading of food, mainly including frozen marine and functional food products.

Mr. Wong was a director, the deputy general manager, group financial controller and company secretary of Yuexiu Property Company Limited (a company listed on the Main Board of the Stock Exchange with stock code: 0123, which was formerly known as Guangzhou Investment Company Limited) for over 10 years. He was a Responsible Officer for asset management, advising on securities and advising on corporate finance for Greater China Capital Limited under the SFO from 23 March 2010 to 16 April 2016. Mr. Wong had been an independent non-executive director of PacRay International Holdings Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1010, which was formerly known as PacMOS Technologies Holdings Limited (“PacMOS”)) since August 1995, and he ceased to be an independent non-executive director and the chairman of each of the audit committee, remuneration committee and nomination committee of PacMOS with effect from 1 July 2014. Mr. Wong had been an independent non-executive director of ENM Holdings Limited (a company listed on the Main Board of the Stock Exchange with stock code: 0128) from 17 June 2010 to 9 June 2017. He was also an independent non-executive director of Heng Xin China Holdings Limited (a company listed on GEM of the Stock Exchange with stock code: 8046) from 17 October 2016 to 18 September 2017.

Mr. Wong has entered into a letter of appointment with the Company. The term of his service is two years commencing from 5 June 2020, and he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws and applicable rules and laws. The appointment of Mr. Wong can be terminated with one month’s notice in writing by either party. Mr. Wong is entitled to a director’s remuneration of HK\$40,000 per month, which was determined based on his qualifications, experience and level of responsibilities undertaken, and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wong (i) was not interested in any Shares within the meaning of Part XV of the SFO; and (ii) did not have any relationship with any Directors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the Listing Rules).

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong did not (i) hold any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) have any other major appointments and professional qualifications; and (iii) hold any other position with the Company or other members of the Group.

Save as disclosed above, there are no other matters that are required to be disclosed pursuant to any of the requirements set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Wong.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of Zhuguang Holdings Group Company Limited (the “**Company**”) will be held at 2:15 p.m. on Friday, 11 June 2021 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 for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2020.
2. To approve the declaration and payment of a final dividend of HK1 cent per ordinary share of the Company for the year ended 31 December 2020.
3. To approve the declaration and payment of a special dividend of HK9 cents per ordinary share of the Company for the year ended 31 December 2020.
4. To re-elect each of the retiring Directors, each as a separate resolution, and to authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
5. To re-appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix their remuneration.
6. To consider and, if thought fit, pass the following resolutions:

*\* For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTIONS

6(i) “**THAT:**

- (a) subject to paragraph (c) of this resolution below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with the unissued ordinary shares in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements, options and warrants which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the expiry of the Relevant Period;
- (c) the number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval granted in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter); or (ii) any issue of Shares upon exercise of rights of subscription or conversion under the terms of any warrants of the Company or securities which are convertible into Shares; or (iii) the exercise of options granted under any share option scheme or similar arrangement adopted from time to time by the Company; or (iv) any scrip dividend or similar arrangement providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company, shall not exceed the aggregate of (aa) 20% of the number of Shares in issue as at the date of the passing of this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of Shares in issue as at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of Shares in issue as at the date immediately before and after such consolidation or subdivision shall be the same; and



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## NOTICE OF ANNUAL GENERAL MEETING

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(e) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company’s bye-laws or any applicable laws of Bermuda to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong, or the expense or delay that may be incurred in the determination of any such restrictions or obligations).”

6(ii) “**THAT**:

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all powers of the Company to repurchase Shares on the Stock Exchange, or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for this purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange and all applicable laws in this regard as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the number of Shares which may be repurchased on the Stock Exchange or any other stock exchange recognised for this purpose by the SFC pursuant to the approval in paragraph (a) shall not exceed 10% of the number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
  - (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of Shares in issue as at the date immediately before and after such consolidation or subdivision shall be the same; and
  - (e) for the purposes of this resolution, “**Relevant Period**” has the same meaning as assigned to it under ordinary resolution numbered 6(i) set out in the notice convening this Meeting.”
- 6(iii) “**THAT** conditional upon ordinary resolutions numbered 6(i) and 6(ii) above being passed, the general mandate granted to the Directors to allot, issue and deal with unissued Shares pursuant to ordinary resolution numbered 6(i) above be and is hereby extended by the addition thereto of an amount representing the number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6(ii) above, provided that such amount shall not exceed 10% of the number of Shares in issue as at the date of the passing of this resolution.”

For and on behalf of the Board  
**Zhuguang Holdings Group Company Limited**  
**Chu Hing Tsung**  
*Chairman*

Hong Kong, 30 April 2021

*Principal place of business in Hong Kong:*  
Room 5702-5703, 57th Floor  
Two International Finance Centre  
8 Finance Street  
Central, Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A form of proxy for use at the Meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. 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 a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
3. 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 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, 9 June 2021 or in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and deposit of the proxy form will not preclude you from attending and voting in person at the Meeting or any adjourned Meeting if 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, 7 June 2021. 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 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, 7 June 2021.
5. For joint registered holders of any Shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Shares 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 shall alone be entitled to vote in respect thereof.
6. References to time and dates in this notice are to Hong Kong time and dates.