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## **Sanroc International Holdings Limited**

### **善樂國際控股有限公司**

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

**(Stock code: 1660)**

#### **SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 12 APRIL 2018 (1) CHANGE OF DATE OF THE EXTRAORDINARY GENERAL MEETING AND (2) ALTERATION OF BOOK CLOSURE PERIOD**

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This supplemental circular should be read together with the circular of the Company dated 12 April 2018 (the “**Circular**”) in relation to, among other things, the Proposed Change of Company Name.

A letter from the Board is set out on pages 1 to 14 of this supplemental circular.

A revised notice convening the postponed EGM to be held at Unit 1 & 17, 19/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Wednesday, 16 May 2018 at 10:00 a.m. is set out on pages 15 to 18 of this supplemental circular. A revised form of proxy (the “**Revised Form of Proxy**”) for use by the Shareholders at the Postponed EGM is enclosed. Whether or not you intend to attend and/or vote at the Postponed EGM in person, you are requested to complete the Revised Form of Proxy enclosed in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as practicable but in any event not later than forty-eight (48) hours before the time appointed for holding the Postponed EGM or any adjourned meeting thereof (as the case may be). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the Postponed EGM or any adjourned meeting thereof (as the case may be) should you so desire and in such case, the Revised Form of Proxy shall be deemed to be revoked.

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## Sanroc International Holdings Limited

### 善樂國際控股有限公司

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

**(Stock code: 1660)**

*Executive Directors:*

Mr. Xu Chujia (*Chairman*)  
Mr. Wu Hanyu  
Ms. Zhan Meiqing  
Mr. Xu Weizhen  
Mr. Kwan Kin Man Keith

*Registered office:*

Maples Corporate Services Limited  
PO Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Independent non-executive Directors:*

Mr. Hui Chin Tong Godfrey  
Mr. Sze-to Kin Keung  
Mr. Wong Chun Man  
Mr. Ye Longfei

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

Rooms 6–7, 18/F  
Laws Commercial Plaza  
788 Cheung Sha Wan Road  
Kowloon  
Hong Kong

30 April 2018

*To the Independent Shareholders,*

Dear Sir or Madam

**SUPPLEMENTAL CIRCULAR  
TO THE CIRCULAR DATED 12 APRIL 2018  
(1) CHANGE OF DATE OF THE EXTRAORDINARY GENERAL MEETING  
AND  
(2) ALTERATION OF BOOK CLOSURE PERIOD**

#### **INTRODUCTION**

This supplemental circular should be read together with the Circular in relation to, among other things, the Proposed Change of Company Name. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

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## LETTER FROM THE BOARD

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Pursuant to the articles of association of the Company (the “**Articles**”), Mr. Xu Chujia, Mr. Wu Hanyu, Ms. Zhan Meiqing, Mr. Xu Weizhen and Mr. Kwan Kin Man Keith as executive Directors, and Mr. Hui Chin Tong Godfrey, Mr. Sze-to Kin Keung, Mr. Wong Chun Man and Mr. Ye Longfei as independent non-executive Directors will hold office until the general meeting dated 16 May 2018 and shall be eligible for re-election in accordance with the Articles. The extraordinary general meeting of the Company originally scheduled to be held at 5:00 p.m. on Monday, 30 April 2018 will be postponed to 10:00 a.m. on Wednesday, 16 May 2018 (the “**Postponed EGM**”). The venue of the Postponed EGM will remain unchanged at Unit 1 & 17, 19/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong.

The purpose of this supplemental circular is to provide you with information in respect of the arrangement of the Postponed EGM and the additional resolutions to be proposed at the Postponed EGM to approve the re-election of Mr. Xu Chujia, Mr. Wu Hanyu, Ms. Zhan Meiqing, Mr. Xu Weizhen and Mr. Kwan Kin Man Keith as executive Directors, and Mr. Hui Chin Tong Godfrey, Mr. Sze-to Kin Keung, Mr. Wong Chun Man and Mr. Ye Longfei as independent non-executive Directors and the authorisation of the Board to fix the remuneration of the Directors, and to provide Shareholders with the revised notice of Postponed EGM (the “**Revised Notice**”) and the Revised Form of Proxy.

### RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 29 March 2018 in relation to, among other things, the appointments of Mr. Xu Chujia, Mr. Wu Hanyu, Ms. Zhan Meiqing, Mr. Xu Weizhen and Mr. Kwan Kin Man Keith as executive Directors, and Mr. Hui Chin Tong Godfrey, Mr. Sze-to Kin Keung and Mr. Wong Chun Man as independent non-executive Directors and the announcement of the Company dated 11 April 2018 in relation to, among other things, the appointment of Mr. Ye Longfei as an independent non-executive Director. In accordance with Article 16.2 of the Articles, Mr. Xu Chujia, Mr. Wu Hanyu, Ms. Zhan Meiqing, Mr. Xu Weizhen and Mr. Kwan Kin Man Keith as executive Directors, and Mr. Hui Chin Tong Godfrey, Mr. Sze-to Kin Keung, Mr. Wong Chun Man and Mr. Ye Longfei as independent non-executive Directors shall hold office until the Postponed EGM. They are subject to re-election and, being eligible, offer themselves for re-election at the Postponed EGM.

The following are the biographical details of Mr. Xu Chujia, Mr. Wu Hanyu, Ms. Zhan Meiqing, Mr. Xu Weizhen and Mr. Kwan Kin Man Keith, Mr. Hui Chin Tong Godfrey, Mr. Sze-to Kin Keung, Mr. Wong Chun Man and Mr. Ye Longfei to be re-elected at the Postponed EGM.

#### Executive Directors

##### *Mr. Xu Chujia*

Mr. Xu Chujia (許楚家), aged 47, has around 12 years of business experience in real estate development and management. Mr. Xu Chujia has been a director of 深圳兆邦基集團有限公司 (Shenzhen Zhaobangji Group Limited\*), which is a company engaged in property development and business investments in the PRC since March 2006.

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## LETTER FROM THE BOARD

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Save as disclosed above, Mr. Xu Chujia did not hold any directorships in the last three years in other listed companies, and he did not have other major appointments and professional qualifications before 25 April 2018, being the latest practicable date (the “**Latest Practicable Date**”) prior to the printing of this supplemental circular for the purpose of ascertaining information contained herein.

### *Interests in Shares*

As at the Latest Practicable Date, Mr. Xu Chujia is deemed to be interested in 640,000,000 Shares held by Boardwin Resources Limited (“**Boardwin**”), a company incorporated in the British Virgin Islands and owning approximately 51.65% of the total issued share capital of the Company, and 60,528,000 Shares held by Ms. Zhang Meijuan (張美娟) (being the spouse of Mr. Xu Chujia), representing approximately 51.65% and 4.89% of the total issued share capital of the Company, respectively. Save as disclosed herein, as at the Latest Practicable Date, Mr. Xu Chujia was not interested in and did not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

### *Relationships*

Mr. Xu Chujia is the brother-in-law of Ms. Zhan Meiqing, the executive Director of the Company. Mr. Xu Chujia is the younger brother of the father of Mr. Xu Weizhen, the executive Director of the Company. Save as disclosed herein, Mr. Xu Chujia is not connected and has no relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

### *Others*

Mr. Xu Chujia has entered into a service contract with the Company for a term of one year commencing from 29 March 2018. His directorship shall last until the next following general meeting of the Company and then shall be eligible for re-election. Mr. Xu Chujia is also subject to retirement by rotation and re-election pursuant to the Articles, the Listing Rules and other applicable laws.

Mr. Xu Chujia is entitled to a Director’s fee of HK\$504,000 per annum, which was approved by the Board and the remuneration committee of the Board with reference to his background, experience, responsibilities, workload and the time devoted to the Company and shall be reviewed by the remuneration committee of the Board from time to time.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders nor other information relating to Mr. Xu Chujia is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### *Mr. Wu Hanyu*

Mr. Wu Hanyu (鄔漢育) (“**Mr. Wu**”), aged 53, has extensive experience in the real estate industry. Mr. Wu has been a director of 深圳兆邦基集團有限公司 (Shenzhen Zhaobangji Group Limited\*) since April 2016 and he is principally responsible for coordinating and managing its

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## LETTER FROM THE BOARD

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property business. Prior to that, Mr. Wu was the general manager of 深圳兆邦基房地產開發投資有限公司 (Shenzhen Zhaobangji Real Estate Development Company Limited\*), an associate of 深圳兆邦基集團有限公司 (Shenzhen Zhaobangji Group Limited\*) between October 2015 and April 2016 and he was principally responsible for coordinating and managing its property business.

Save as disclosed above, Mr. Wu did not hold any other positions with the Group and any directorships in the last three years in other listed companies, and he did not have other major appointments and professional qualifications before the Latest Practicable Date.

### *Interests in Shares*

As at the Latest Practicable Date, Mr. Wu owned 2% of Boardwin. Save as disclosed herein, as at the Latest Practicable Date, Mr. Wu was not interested in and did not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

### *Relationships*

Mr. Wu is not connected and has no relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

### *Others*

Mr. Wu has entered into a service contract with the Company for a term of one year commencing from 29 March 2018. His directorship shall last until the next following general meeting of the Company and then shall be eligible for re-election. Mr. Wu is also subject to retirement by rotation and re-election pursuant to the Articles, the Listing Rules and other applicable laws.

Mr. Wu is entitled to a Director's fee of HK\$504,000 per annum, which was approved by the Board and the remuneration committee of the Board with reference to his background, experience, responsibilities, workload and the time devoted to the Company and shall be reviewed by the remuneration committee of the Board from time to time.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders nor other information relating to Mr. Wu is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### *Ms. Zhan Meiqing*

Ms. Zhan Meiqing (詹美清) (“**Ms. Zhan**”), aged 37, obtained her bachelor's degree in law from 華東政法學院 (East China College of Political Science and Law\*) (currently known as 華東政法大學 (East China University of Political Science and Law)) in Shanghai, the PRC. She then obtained a master's degree in laws from the City University of Hong Kong in 2005 and a

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## LETTER FROM THE BOARD

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master's degree in laws in international legal studies from The American University, Washington College of Law in 2006. Ms. Zhan has over 10 years of experience in the legal, finance and real estate industry in Hong Kong and the PRC. Ms. Zhan is currently a United States attorney (New York), a qualified PRC lawyer as well as a registered foreign lawyer in Hong Kong. Ms. Zhan has been a director of 深圳兆邦基集團有限公司 (Shenzhen Zhaobangji Group Limited\*) since April 2016 and is responsible for coordinating and managing its human resources department. Ms. Zhan has been a responsible officer of Well Link Securities Limited since November 2010. She worked at 常州市金壇區風之梧房地產開發有限公司 (Changzhou Jintan Feng Zhi Wu Real Estate Development Limited\*) in the PRC from October 2007 to April 2009 and was responsible for development budgeting, profit forecast and capital audit. Prior to that, Ms. Zhan worked at King & Wood Mallesons (Shenzhen Office) as a legal assistant from October 2006 to September 2007.

Save as disclosed above, Ms. Zhan did not hold any directorships in the last three years in other listed companies, and she did not have other major appointments and professional qualifications before the Latest Practicable Date.

### *Interests in Shares*

As at the Latest Practicable Date, Ms. Zhan owned 1% of Boardwin. Save as disclosed herein, as at the Latest Practicable Date, Ms. Zhan was not interested in and did not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

### *Relationships*

Ms. Zhan is the sister-in-law of Mr. Xu Chujia, the executive Director of the Company. Save as disclosed herein, Ms. Zhan is not connected and has no relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

### *Others*

Ms. Zhan has entered into a service contract with the Company for a term of one year commencing from 29 March 2018. Her directorship shall last until the next following general meeting of the Company and then shall be eligible for re-election. Ms. Zhan is also subject to retirement by rotation and re-election pursuant to the Articles, the Listing Rules and other applicable laws.

Ms. Zhan is entitled to a Director's fee of HK\$504,000 per annum, which was approved by the Board and the remuneration committee of the Board with reference to her background, experience, responsibilities, workload and the time devoted to the Company and shall be reviewed by the remuneration committee of the Board from time to time.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders nor other information relating to Ms. Zhan is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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## LETTER FROM THE BOARD

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### *Mr. Xu Weizhen*

Mr. Xu Weizhen (許偉圳), aged 27, obtained his bachelor's degree in finance management from 北京經濟管理學院 (Beijing School of Economics and Management\*) in July 2013. He has experience in managing credit risk and procurement for real estate development and management. Mr. Xu Weizhen has been a director of 深圳兆邦基集團有限公司 (Shenzhen Zhaobangji Group Limited\*) since September 2017 and is principally responsible for coordinating and managing its procurement department. Mr. Xu Weizhen worked for 深圳市兆邦基小額貸款有限責任公司 (Shenzhen Zhaobangji Microcredit Limited Liability Company\*) from October 2013 to September 2016 and was responsible for managing the risk management department.

Save as disclosed above, Mr. Xu Weizhen did not hold any other positions with the Group and any directorships in the last three years in other listed companies, and he did not have other major appointments and professional qualifications before the Latest Practicable Date.

### *Interests in Shares*

As at the Latest Practicable Date, Mr. Xu Weizhen owned 2% of Boardwin. Save as disclosed herein, as at the Latest Practicable Date, Mr. Xu Weizhen was not interested in and did not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

### *Relationships*

Mr. Xu Weizhen is the nephew of Mr. Xu Chujia. Save as disclosed herein, Mr. Xu Weizhen is not connected and has no relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

### *Others*

Mr. Xu Weizhen has entered into a service contract with the Company for a term of one year commencing from 29 March 2018. His directorship shall last until the next following general meeting of the Company and then shall be eligible for re-election. Mr. Xu Weizhen is also subject to retirement by rotation and re-election pursuant to the Articles, the Listing Rules and other applicable laws.

Mr. Xu Weizhen is entitled to a Director's fee of HK\$504,000 per annum, which was approved by the Board and the remuneration committee of the Board with reference to his background, experience, responsibilities, workload and the time devoted to the Company and shall be reviewed by the remuneration committee of the Board from time to time.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders nor other information relating to Mr. Xu Weizhen is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.



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## LETTER FROM THE BOARD

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### *Mr. Kwan Kin Man Keith*

Mr. Kwan Kin Man Keith (關建文) (“**Mr. Kwan**”), aged 29, obtained his bachelor’s degree in business administration from The University of Hong Kong in 2009. He is currently a member of the Hong Kong Institute of Certified Public Accountants. Mr. Kwan has been a director of Well Link Securities Limited since October 2017. He has around nine years of experience in the finance industry. Mr. Kwan was an associate and an associate director of an asset management company from February 2014 to June 2016. Prior to that, Mr. Kwan joined KPMG in 2009 and worked as an assistant manager of KPMG Advisory (Hong Kong) Limited from August 2011 to February 2014.

Save as disclosed above, Mr. Kwan did not hold any other positions with the Group and any directorships in the last three years in other listed companies, and he did not have other major appointments and professional qualifications before the Latest Practicable Date.

### *Interests in Shares*

As at the Latest Practicable Date, Mr. Kwan was not interested in and did not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

### *Relationships*

Mr. Kwan is not connected and has no relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

### *Others*

Mr. Kwan has entered into a service contract with the Company for a term of one year commencing from 29 March 2018. His directorship shall last until the next following general meeting of the Company and then shall be eligible for re-election. Mr. Kwan is also subject to retirement by rotation and re-election pursuant to the Articles, the Listing Rules and other applicable laws.

Mr. Kwan is entitled to a Director’s fee of HK\$504,000 per annum, which was approved by the Board and the remuneration committee of the Board with reference to his background, experience, responsibilities, workload and the time devoted to the Company and shall be reviewed by the remuneration committee of the Board from time to time.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders nor other information relating to Mr. Kwan is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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## LETTER FROM THE BOARD

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### **Independent non-executive Directors**

#### *Mr. Hui Chin Tong Godfrey*

Mr. Hui Chin Tong Godfrey (許展堂) (“**Mr. Hui**”), aged 58, obtained his bachelor’s degree in business administration from The Chinese University of Hong Kong in December 1983 and a master’s degree in business administration (investment and finance) from the University of Hull in December 1994. Mr. Hui has extensive experience in business consulting. He has been a non-executive director of Gudou Holdings Limited (stock code: 8308), a company listed on the GEM of The Stock Exchange of Hong Kong since 2014. Mr. Hui was an independent non-executive director of Vinda International Holdings Limited (stock code: 3331), a company listed on the Main Board of The Stock Exchange of Hong Kong from 2007 to 2015. Mr. Hui resigned as an independent non-executive director of Vinda International Holdings Limited with effect from 2015 and served as a consultant to the board of directors of Vinda International Holdings Limited until December 2017.

Save as disclosed above, Mr. Hui did not hold any other positions with the Group and any directorships in the last three years in other listed companies, and he did not have other major appointments and professional qualifications before the Latest Practicable Date.

#### *Interests in Shares*

As at the Latest Practicable Date, Mr. Hui was not interested in and did not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

#### *Relationships*

Mr. Hui is not connected and has no relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

#### *Others*

Mr. Hui has entered into a letter of appointment with the Company for a term of one year commencing from 29 March 2018. His directorship shall last until the next following general meeting of the Company and then shall be eligible for re-election. Mr. Hui is also subject to retirement by rotation and re-election pursuant to the Articles, the Listing Rules and other applicable laws.

Mr. Hui is entitled to a Director’s fee of HK\$240,000 per annum, which was approved by the Board and the remuneration committee of the Board with reference to his background, experience, responsibilities, workload and the time devoted to the Company and shall be reviewed by the remuneration committee of the Board from time to time.

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## LETTER FROM THE BOARD

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Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders nor other information relating to Mr. Hui is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### *Mr. Sze-to Kin Keung*

Mr. Sze-to Kin Keung (司徒建強) (“**Mr. Sze-to**”), aged 52, obtained his bachelor’s degree in estate management from the University of Reading, and a diploma of housing management from The University of Hong Kong in December 2012 and August 1998, respectively. Mr. Sze-to is currently a member of Royal Institution of Chartered Surveyors. He has extensive experience in property management. Mr. Sze-to has been the regional director of 新昌物業管理(深圳)有限公司 (Synergis Property Management (Shenzhen) Company Limited\*), a subsidiary of Synergis Holdings Limited (stock code: 2340), a company listed on the Main Board of The Stock Exchange of Hong Kong since June 2016, and a director of 深圳領德柏迪商業管理有限公司 (PPS Asset Management) from November 2014 to May 2016. Mr. Sze-to was a director of NAI Curzon Partners from October 2009 to December 2012, a director of Perfect Property Services Group Limited from January 2005 to October 2009, a deputy general manager and a general manager of CB Richard Ellis Limited from October 1998 to July 1999 and from July 1999 to December 2002, respectively, and a property manager of Henderson (China) Investment Co. Limited from October 1995 to September 1998.

Save as disclosed above, Mr. Sze-to did not hold any other positions with the Group and any directorships in the last three years in other listed companies, and he did not have other major appointments and professional qualifications before the Latest Practicable Date.

### *Interests in Shares*

As at the Latest Practicable Date, Mr. Sze-to was not interested in and did not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

### *Relationships*

Mr. Sze-to is not connected and has no relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

### *Others*

Mr. Sze-to has entered into a letter of appointment with the Company for a term of one year commencing from 29 March 2018. His directorship shall last until the next following general meeting of the Company and then shall be eligible for re-election. Mr. Sze-to is also subject to retirement by rotation and re-election pursuant to the Articles, the Listing Rules and other applicable laws.

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## LETTER FROM THE BOARD

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Mr. Sze-to is entitled to a Director's fee of HK\$240,000 per annum, which was approved by the Board and the remuneration committee of the Board with reference to his background, experience, responsibilities, workload and the time devoted to the Company and shall be reviewed by the remuneration committee of the Board from time to time.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders nor other information relating to Mr. Sze-to is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### *Mr. Wong Chun Man*

Mr. Wong Chun Man (王俊文) (“**Mr. Wong**”), aged 42, obtained his bachelor's degree in business administration from The Chinese University of Hong Kong in 1999. Mr. Wong is currently a member of the American Institute of Certified Public Accountants and Chartered Financial Analyst of the CFA Institute. Mr. Wong has extensive experience in accounting, finance and media. Mr. Wong has been the managing partner at Neo Media Investment Management Group Limited since March 2015 and has been a managing partner at Share News Media Limited since January 2015. He worked as an associate in the assurance and business advisory services department at PricewaterhouseCoopers in Hong Kong from September 1999 to June 2001. Mr. Wong has been an independent non-executive director of Guoan International Limited (formerly known as Global Tech (Holdings) Limited) (stock code: 143), a company listed on the Main Board of The Stock Exchange of Hong Kong since 11 March 2016.

Save as disclosed above, Mr. Wong did not hold any other positions with the Group and any directorships in the last three years in other listed companies, and he did not have other major appointments and professional qualifications before the Latest Practicable Date.

### *Interests in Shares*

As at the Latest Practicable Date, Mr. Wong was not interested in and did not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

### *Relationships*

Mr. Wong is not connected and has no relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

### *Others*

Mr. Wong has entered into a letter of appointment with the Company for a term of one year commencing from 29 March 2018. His directorship shall last until the next following general meeting of the Company and then shall be eligible for re-election. Mr. Wong is also subject to retirement by rotation and re-election pursuant to the Articles, the Listing Rules and other applicable laws.

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## LETTER FROM THE BOARD

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Mr. Wong is entitled to a Director's fee of HK\$240,000 per annum, which was approved by the Board and the remuneration committee of the Board with reference to his background, experience, responsibilities, workload and the time devoted to the Company and shall be reviewed by the remuneration committee of the Board from time to time.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders nor other information relating to Mr. Wong is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### *Mr. Ye Longfei*

Mr. Ye Longfei (叶龍蜚) (“**Mr. Ye**”), aged 76, graduated from the Shanghai Fudan University in physics in September 1965 and is a graduate of the research institute of physics at the Shanghai Fudan University. Mr. Ye was the chief executive of the “Shanghai Desk” in Hong Kong, a co-operative arrangement between the Shanghai Municipal Government and Arthur Anderson & Co. (HK) from 1991 to 1995. Mr. Ye has extensive experience in property management and hotel management. He joined the Kerry Group in Hong Kong in 1995 and acted as an adviser to Kerry Holdings Limited from 2007 to January 2018. He was appointed as an executive director of Shangri-La Asia Limited (stock code: 0069), a company listed on the Main Board of the Stock Exchange, from December 1997 to March 2007. In addition, Mr. Ye acted as chairman from October 2000 to September 2003, and vice-chairman from October 2003 to September 2006, of Shangri-La Asia Limited.

Save as disclosed above, Mr. Ye did not hold any other positions with the Group and any directorships in the last three years in other listed companies, and he did not have other major appointments and professional qualifications before the Latest Practicable Date.

### *Interests in Shares*

As at the Latest Practicable Date, Mr. Ye was not interested in and did not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

### *Relationships*

Mr. Ye is not connected and has no relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

### *Others*

Mr. Ye has entered into a letter of appointment with the Company for a term of one year commencing from 11 April 2018. His directorship shall last until the next following general meeting of the Company and then shall be eligible for re-election. Mr. Ye is also subject to retirement by rotation and re-election pursuant to the Articles, the Listing Rules and other applicable laws.

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## LETTER FROM THE BOARD

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Mr. Ye is entitled to a Director's fee of HK\$240,000 per annum, which was approved by the Board and the remuneration committee of the Board with reference to his background, experience, responsibilities, workload and the time devoted to the Company and shall be reviewed by the remuneration committee of the Board from time to time.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders nor other information relating to Mr. Ye is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### CHANGE OF DATE OF THE EGM

In accordance with the Articles, Mr. Xu Chujia, Mr. Wu, Ms. Zhan, Mr. Xu Weizhen and Mr. Kwan as executive Directors, and Mr. Hui, Mr. Sze-to, Mr. Wong and Mr. Ye as independent non-executive Directors shall hold office until the next following general meeting and shall then be eligible for re-election at the general meeting. Pursuant to the requirement under Rule 13.73 of the Listing Rules, not less than 10 business days' notice shall be given to the Shareholders for them to consider the information contained in this supplemental circular.

The EGM originally scheduled to be held at 5:00 p.m. on Monday, 30 April 2018 as set out in the notice of the EGM has been postponed to 10:00 a.m. on Wednesday, 16 May 2018 at Unit 1 & 17, 19/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

### REVISED NOTICE OF THE POSTPONED EGM AND ARRANGEMENT RELATING TO THE REVISED FORM OF PROXY

Since the notice of the EGM dated 12 April 2018 as set out in the Circular and the form of proxy (the "**First Form of Proxy**") sent together with the Circular do not contain the proposed additional resolutions to re-elect Mr. Xu Chujia, Mr. Wu, Ms. Zhan, Mr. Xu Weizhen and Mr. Kwan as executive Directors, and Mr. Hui, Mr. Sze-to, Mr. Wong and Mr. Ye as independent non-executive Directors and to authorise the Board to fix the remuneration of the Directors, the revised notice of the Postponed EGM is set out on pages 15 to 18 of this supplemental circular and the Revised Form of Proxy for use at the Postponed EGM has been prepared and is enclosed with this supplemental circular.

Whether or not you are able to attend the Postponed EGM in person, you are requested to complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Branch Share Registrar**"), as soon as practicable but in any event not less than forty-eight (48) hours before the time appointed for holding of the Postponed EGM or any adjourned meeting thereof (as the case may be) (the "**Closing Time**"). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the Postponed EGM or any adjourned meeting thereof (as the case may be) should you so desire and in such case, the Revised Form of Proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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**A Shareholder who has not yet lodged the First Form of Proxy with the Branch Share Registrar is requested to lodge the Revised Form of Proxy if he/she/it wishes to appoint proxy(ies) to attend the Postponed EGM on his/her/its behalf. In this case, the First Form of Proxy should not be lodged with the Branch Share Registrar.**

A Shareholder who has already lodged the First Form of Proxy with the Branch Share Registrar should note that:

- (i) If no Revised Form of Proxy is lodged with the Branch Share Registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy so appointed by the Shareholder will be entitled to cast his/her/its votes or to abstain from voting at his/her/its discretion on any resolution properly put to the Postponed EGM, including the resolutions to re-elect Mr. Xu Chujia, Mr. Wu, Ms. Zhan, Mr. Xu Weizhen and Mr. Kwan as executive Directors, and Mr. Hui, Mr. Sze-to, Mr. Wong and Mr. Ye as independent non-executive Directors and to authorise the Board to fix the remuneration of the Directors, as set out in this supplemental circular and the Revised Notice.
- (ii) If the Revised Form of Proxy is lodged with the Branch Share Registrar before the Closing time, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by the Shareholder.
- (iii) If the Revised Form of Proxy is lodged with the Branch Share Registrar after the Closing Time or if lodged before the Closing Time but is incorrectly completed, the Revised Form of Proxy will be deemed invalid. The First Form of Proxy, if correctly completed, will be treated as a valid proxy lodged by the Shareholder. The proxy appointed by the Shareholder under the First Form of Proxy will be entitled to vote in the manner as mentioned in (i) above as if no Revised Form of Proxy is lodged with the Branch Share Registrar. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy before the Closing Time. If such Shareholders wish to vote at the Postponed EGM, they will have to attend in person and vote at the Postponed EGM themselves.

Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Revised Form of Proxy will not preclude Shareholders from attending and voting in person at the Postponed EGM if they so wish and in such event, such form(s) of proxy shall be deemed to be revoked.

To the best of the Director's knowledge, information and belief, having made all reasonable enquires, no Shareholders are required to abstain from voting on the resolutions to be proposed at the Postponed EGM to approve the re-election of Mr. Xu Chujia, Mr. Wu, Ms. Zhan, Mr. Xu Weizhen and Mr. Kwan as executive Directors, and Mr. Hui, Mr. Sze-to, Mr. Wong and Mr. Ye as independent non-executive Directors and the authorisation of the Board to fix the remuneration of the Directors.

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## LETTER FROM THE BOARD

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The resolutions proposed to be approved at the Postponed EGM will be taken by poll and an announcement on the results of the Postponed EGM will be made by the Company thereafter.

### ALTERATION OF BOOK CLOSURE PERIOD

The register of members of the Company was initially scheduled to be closed from Friday, 27 April 2018 to Monday, 30 April 2018, both dates inclusive. Due to the postponement of the EGM, the period for closure of the registrar of Shareholders will be changed to the period from Friday, 11 May 2018 to Wednesday, 16 May 2018, both days inclusive, for determining the identity of the Shareholders who are entitled to attend and vote at the Postponed EGM. No transfer of Shares will be effected and registered during this period. In order to be eligible to attend and vote at the Postponed EGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar, for registration no later than 4:30 p.m. on Thursday, 10 May 2018.

### RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors are of the opinion that the proposed re-election of Mr. Xu Chujia, Mr. Wu, Ms. Zhan, Mr. Xu Weizhen and Mr. Kwan as executive Directors, and Mr. Hui, Mr. Sze-to, Mr. Wong and Mr. Ye as independent non-executive Directors as set out in this supplemental circular is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions in relation to the re-election of Mr. Xu Chujia, Mr. Wu, Ms. Zhan, Mr. Xu Weizhen and Mr. Kwan as executive Directors, and Mr. Wong, Mr. Sze-to, Mr. Hui and Mr. Ye as independent non-executive Directors to be proposed at the Postponed EGM.

### RESPONSIBILITY STATEMENT

This supplemental 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 relief, the information contained in this supplemental 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 supplemental circular misleading.

Yours faithfully  
On behalf of the Board  
**Sanroc International Holdings Limited**  
**Xu Chujia**  
*Chairman and executive Director*

\* *For identification purposes only*





# Sanroc International Holdings Limited

## 善樂國際控股有限公司

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

**(Stock code: 1660)**

### REVISED NOTICE OF POSTPONED EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the postponed extraordinary general meeting (the “**Postponed EGM**”) of Sanroc International Holdings Limited (the “**Company**”) will be held at Unit 1 & 17, 19/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Wednesday, 16 May 2018 at 10:00 a.m. to consider and, if thought fit, with or without amendments, pass the following resolutions:

#### **SPECIAL RESOLUTIONS**

1. “**THAT**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, the official registered English name of the Company be and is hereby changed from “Sanroc International Holdings Limited” to “Zhaobangji Properties Holdings Limited” and the Chinese name of the Company “善樂國際控股有限公司” be and is hereby replaced with “兆邦基地產控股有限公司” with effect from the date of entry of the new English name and Chinese name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands; and
- (b) any one director of the Company or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised to execute all such other documents and agreements for and on behalf of the Company and do all such acts and things as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Proposed Change of Company Name.”

#### **ORDINARY RESOLUTIONS**

- 2. (a) to re-elect Mr. Xu Chujia as an executive director of the Company;
- (b) to re-elect Mr. Wu Hanyu as an executive director of the Company;
- (c) to re-elect Ms. Zhan Meiqing as an executive director of the Company;

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## REVISED NOTICE OF POSTPONED EGM

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- (d) to re-elect Mr. Xu Weizhen as an executive director of the Company;
- (e) to re-elect Mr. Kwan Kin Man Keith as an executive director of the Company;
- (f) to re-elect Mr. Hui Chin Tong Godfrey as an independent non-executive director of the Company;
- (g) to re-elect Mr. Sze-to Kin Keung as an independent non-executive director of the Company;
- (h) to re-elect Mr. Wong Chun Man as an independent non-executive director of the Company;
- (i) to re-elect Mr. Ye Longfei as an independent non-executive director of the Company; and
- (j) to authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

By order of the Board  
**Sanroc International Holdings Limited**  
**Xu Chujia**  
*Chairman and executive director*

Hong Kong, 30 April 2018

*Registered office:*

Maples Corporate Services Limited  
PO Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

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

Rooms 6–7, 18/F  
Laws Commercial Plaza  
788 Cheung Sha Wan Road  
Kowloon  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from Friday, 11 May 2018 to Wednesday, 16 May 2018, both days inclusive, during which period no transfer of shares will be effected and registered. In order to be eligible to attend and vote at the Postponed EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Branch Share Registrar**"), for registration no later than 4:30 p.m. on Thursday, 10 May 2018.
2. Any member entitled to attend and vote at the Postponed EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of only part of his holding of shares in the Company. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer,

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## REVISED NOTICE OF POSTPONED EGM

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attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

4. The instrument appointing a proxy and (if required by the board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Branch Share Registrar not less than forty-eight (48) hours before the time appointed for holding the Postponed EGM or any adjourned meeting thereof (as the case may be) at which the person named in the instrument proposes to vote (the “**Closing Time**”).
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Postponed EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
6. Since the form of proxy (the “**First Form of Proxy**”) sent together with the circular dated 12 April 2018 to the shareholders of the Company (the “**Shareholders**”) do not contain the proposed additional resolutions to re-elect Mr. Xu Chujia, Mr. Wu Hanyu, Ms. Zhan Meiqing, Mr. Xu Weizhen and Mr. Kwan Kin Man Keith as executive directors of the Company, and Mr. Hui Chin Tong Godfrey, Mr. Sze-to Kin Keung, Mr. Wong Chun Man and Mr. Ye Longfei as independent non-executive directors of the Company and to authorise the board of directors of the Company to fix the remuneration of the directors of the Company, the revised form of proxy (the “**Revised Form of Proxy**”) for use at the Postponed EGM has been prepared and is enclosed with the supplemental circular.
7. **IMPORTANT:** A Shareholder who has not yet lodged the First Form of Proxy with the Branch Share Registrar is requested to lodge the Revised Form of Proxy if he/she/it wishes to appoint proxy(ies) to attend the Postponed EGM on his/her/its behalf. In this case, the First Form of Proxy should not be lodged with the Branch Share Registrar.
8. **IMPORTANT:** A Shareholder who has already lodged the First Form of Proxy with the Branch Share Registrar should note that:
  - (i) If no Revised Form of Proxy is lodged with the Branch Share Registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy so appointed by the Shareholder will be entitled to cast his/her/its votes or to abstain from voting at his/her/its discretion on any resolution properly put to the Postponed EGM, including the resolutions to re-elect Mr. Xu Chujia, Mr. Wu Hanyu, Ms. Zhan Meiqing, Mr. Xu Weizhen and Mr. Kwan Kin Man Keith as executive directors of the Company, and Mr. Hui Chin Tong Godfrey, Mr. Sze-to Kin Keung, Mr. Wong Chun Man and Mr. Ye Longfei as independent non-executive directors of the Company and to authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
  - (ii) If the Revised Form of Proxy is lodged with the Branch Share Registrar before the Closing Time, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by the Shareholder.
  - (iii) If the Revised Form of Proxy is lodged with the Branch Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Form of Proxy will be deemed invalid. The First Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy appointed by the Shareholder under the First Form of Proxy will be entitled to vote in the manner as mentioned in (i) above as if no Revised Form of Proxy is lodged with the Branch Share Registrar. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy before the Closing Time. If such Shareholders wish to vote at the Postponed EGM, they will have to attend in person and vote at the Postponed EGM themselves.

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## REVISED NOTICE OF POSTPONED EGM

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9. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Postponed EGM convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
  
10. As at the date of this notice, the board of the Company comprises Mr. Xu Chujia, Mr. Wu Hanyu, Ms. Zhan Meiqing, Mr. Xu Weizhen and Mr. Kwan Kin Man Keith as executive directors of the Company, and Mr. Hui Chin Tong Godfrey, Mr. Sze-to Kin Keung, Mr. Wong Chun Man and Mr. Ye Longfei as independent non-executive directors of the Company.