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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 or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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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)**

### **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the EGM to be held at Unit 1 & 17, 19/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Monday, 30 April 2018 at 5:00 p.m. is set out on pages 6 to 7 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed. Whether or not you intend to attend and/or vote at the EGM in person, you are requested to complete the 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 less than forty-eight (48) hours before the time appointed for holding the EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so desire and in such case, the form of proxy shall be deemed to be revoked.

12 April 2018

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## DEFINITIONS

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*In this Circular, unless the content otherwise requires, the following expressions shall have the following meanings.*

“Board”	the board of Directors
“Circular”	this circular
“Company”	Sanroc International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1660)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider, and if thought fit, to approve the Proposed Change of Company Name
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, which, for the purpose of this Circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Change of Company Name”	the proposal to change the official registered English name of the Company from “Sanroc International Holdings Limited” to “Zhaobangji Properties Holdings Limited” and replace “善樂國際控股有限公司” with “兆邦基地產控股有限公司” as its Chinese name
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



**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  
Mr. Xu Weizhen  
Ms. Zhan Meiqing  
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. Wong Chun Man  
Mr. Sze-to Kin Keung  
Mr. Hui Chin Tong Godfrey  
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

12 April 2018

*To the Shareholders,*

Dear Sir or Madam

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 29 March 2018 in respect of the Proposed Change of Company Name.

The purpose of this Circular is to provide you with information relating to the Proposed Change of Company Name and to give you notice of the EGM at which a special resolution will be proposed to approve the Proposed Change of Company Name.

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## LETTER FROM THE BOARD

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### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposed to change the official registered English name of the Company from “Sanroc International Holdings Limited” to “Zhaobangji Properties Holdings Limited” and replace “善樂國際控股有限公司” with “兆邦基地產控股有限公司” as its Chinese name.

### **Conditions of the Proposed Change of Company Name**

The Proposed Change of Company Name will be subject to the satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Proposed Change of Company Name.

The relevant filings with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution of the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and Chinese name of the Company on the register in place of the existing English name and Chinese name of the Company. Thereafter, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622, Laws of Hong Kong). In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

### **Reasons for the Proposed Change of Company Name**

The Board considers that the Proposed Change of Company Name will provide the Company with a fresh corporate image and identity of the Company, which will be in the interests of the Company and the Shareholders as a whole.

### **Effects of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the current English name and Chinese name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to the Shares and to be valid for trading, settlement, registration and delivery for the same number of shares in the new English name and Chinese name of the Company. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new English name and Chinese name of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificates will be issued in the new English name and Chinese name of the Company.

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## LETTER FROM THE BOARD

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The Company will make further announcement(s) on the effective dates of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange.

### **EGM**

The notice convening the EGM is set out on pages 6 to 7 of this Circular. The EGM will be held on Monday, 30 April 2018 at 5:00 p.m. at Unit 1 & 17, 19/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name. A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying 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, as soon as practicable but in any event not less than forty-eight (48) hours before the time appointed for the holding of the EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so desire and in such case, the form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders are required to abstain from voting on the special resolution to be proposed at the EGM to approve the Proposed Change of Company Name.

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

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Friday, 27 April 2018 to Monday, 30 April 2018 (both dates inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No transfer of Shares will be effected and registered during this period. In order to be eligible to attend and vote at the 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 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, for registration no later than 4:30 p.m. on Thursday, 26 April 2018.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

Having taken into account the reasons for the Proposed Change of Company Name as set out in this letter from the Board above, the Board considers that the Proposed Change of Company Name 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 special resolution to be proposed at the EGM to approve the Proposed Change of Company Name.

### 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.

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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “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 Monday, 30 April 2018 at 5:00 p.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution as a special resolution of the Company:

### SPECIAL RESOLUTION

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.”

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

Hong Kong, 12 April 2018



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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, 27 April 2018 to Monday, 30 April 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 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, for registration no later than 4:30 p.m. on Thursday, 26 April 2018.
2. Any member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of only part of his holding of shares in the Company. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The instrument appointing a proxy and (if required by the board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned meeting at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
7. As at the date of this notice, the board of the Company comprises Mr. Xu Chujia, Mr. Wu Hanyu, Mr. Xu Weizhen, Ms. Zhan Meiqing and Mr. Kwan Kin Man Keith as executive Directors; and Mr. Wong Chun Man, Mr. Sze-to Kin Keung, Mr. Hui Chin Tong Godfrey and Mr. Ye Longfei as independent non-executive Directors.