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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares of Zhaobangji Properties Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**Zhaobangji Properties Holdings Limited**

**兆邦基地產控股有限公司**

*(Formerly known as 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)**

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES  
AND  
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held at Unit 1113–15, 11th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 7 September 2018 at 3:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and the Company at [www.szzhaobangji.com](http://www.szzhaobangji.com).

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. at or before 3:00 p.m. (Hong Kong time) on Wednesday, 5 September 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, and the proposed re-election of Directors
“Articles of Association”	the articles of association of the Company, and “ <b>Article</b> ” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Boardwin”	Boardwin Resources Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, which owns 640,000,000 Shares, representing approximately 51.65% of the issued share capital of the Company as at the Latest Practicable Date
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Company”	Zhaobangji Properties Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the total number of issued Shares as at the date of granting of the General Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Latest Practicable Date”	26 July 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to enable them to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of granting the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“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
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**Zhaobangji Properties Holdings Limited**  
**兆邦基地產控股有限公司**

(Formerly known as 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:*

Unit 16–18, 11/F

China Merchants Tower Shun Tak Centre

168–200 Connaught Road Central

Hong Kong

31 July 2018

*To the Shareholders*

Dear Sir or Madam

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES  
AND  
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;  
AND  
(2) PROPOSED RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

At the AGM to be held at Unit 1113–15, 11th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 7 September 2018 at 3:00 p.m., resolutions will be proposed, among other matters:

- (a) to grant the General Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;

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## LETTER FROM THE BOARD

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- (c) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate; and
- (d) to re-elect the Directors.

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate, the re-election of Directors and to give you the notice of the AGM.

### GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

### General Mandate

An ordinary resolution will be proposed at the AGM in relation to the granting of a general and unconditional General Mandate to the Directors to exercise the power of the Company, to allot, issue and otherwise deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing the resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the relevant resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly, for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association of the Company and Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, the Company had in issue an aggregate of 1,239,000,000 Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed under the General Mandate to allot, issue and deal with, up to a maximum of 247,800,000 Shares, representing 20% of the total number of issued Shares at the time of the passing of the

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## LETTER FROM THE BOARD

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resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company after the Latest Practicable Date and prior to the AGM.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.

### **Repurchase Mandate**

An ordinary resolution will be proposed at the AGM in relation to the granting of a general and unconditional Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed up to 10% of the total number of issued Shares as at the date of passing the resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the relevant resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly, for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association of the Company and Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 123,900,000 Shares.

An ordinary resolution will also be proposed at the AGM in relation to the extension of the general mandate to be granted to the Directors to allot, issue, and otherwise deal with additional Shares under the General Mandate by adding to it the number of shares of the Company repurchased under the Repurchase Mandate, if any. The Directors have no present intention to fully exercise the Repurchase Mandate for repurchasing the Shares.

The full text of these resolutions are set out as ordinary resolutions numbers 4 to 6 in the notice of AGM on pages 15 to 18 of this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

In accordance with the article 16.18 of the Articles, at every annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to article 16.2 or article 16.3 of the Articles shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors. Accordingly, Mr. Xu Weizhen, Mr. Kwan Kin Man Keith, and Mr. Ye Longfei shall retire from their offices as Directors. Being eligible, each of Mr. Xu Weizhen, Mr. Kwan Kin Man Keith, and Mr. Ye Longfei would offer himself for re-election as Directors. Accordingly, at the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Xu Weizhen, Mr. Kwan Kin Man Keith, and Mr. Ye Longfei as Directors.

Particulars of each of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### AGM

A notice convening the AGM to be held at Unit 1113–15, 11th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 7 September 2018 at 3:00 p.m. is set out on pages 15 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

In order to ascertain the entitlements to attend the AGM, the register of members of the Company will be closed from Tuesday, 4 September 2018 to Friday, 7 September 2018 (both dates inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 3 September 2018.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk) and the Company's website at [www.szzhaobangji.com](http://www.szzhaobangji.com). Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar in Hong Kong,



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## LETTER FROM THE BOARD

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Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. at or before 3:00 p.m. (Hong Kong Time) on Wednesday, 5 September 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or adjournment thereof in person if you so wish.

### **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.

### **RECOMMENDATION**

The Directors believe that the proposed grant of the General Mandate and the Repurchase Mandate, the extension of the General Mandate, and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### **GENERAL**

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully  
For and on behalf of the Board  
**Zhaobangji Properties Holdings Limited**  
**Xu Chujia**  
*Chairman and executive Director*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

### **1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS**

The Listing Rules prohibit a company from knowingly purchasing its shares on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates, and a core connected person is prohibited from knowingly selling his/her/its shares to the Company on the Stock Exchange.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders at the AGM.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,239,000,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 123,900,000 fully paid Shares.

### **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

### **4. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 March 2018, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## 5. SHARE PRICES

The table below sets forth the highest and lowest prices at which the Shares had traded on the Stock Exchange during each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date:

	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2017</b>		
July	0.250	0.218
August	0.265	0.218
September	0.330	0.235
October	0.445	0.295
November	0.475	0.330
December	0.500	0.365
<b>2018</b>		
January	0.540	0.450
February	0.520	0.410
March	4.690	0.480
April	8.050	4.380
May	8.500	7.300
June	9.200	8.240
July (up to the Latest Practicable Date)	11.160	7.320

## 6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, based on the information available to the Company, Mr. Mr. Xu Chujia, through his controlled corporation, namely Boardwin, owns 640,000,000 Shares, representing approximately 51.65% of the issued share capital of the Company. In addition, Ms. Zhang Meijuan, the spouse of Mr. Xu Chujia, owns 60,528,000 Shares, representing approximately 4.89% of the issued share capital of the Company. As a group of shareholders acting in concert, Mr. Xu Chujia, Boardwin and Ms. Zhang Meijuan collectively hold approximately 56.54% of the voting rights of the Company. On the basis that there will not be any change in the issued share capital of the Company and Mr. Xu Chujia, Boardwin and Ms. Zhang Meijuan will not dispose of nor acquire any Share prior to any repurchase of Shares, the percentage of voting rights of the Company collectively held by Mr. Xu Chujia, Boardwin and Ms. Zhang Meijuan will increase to approximately 62.82% if the Repurchase Mandate is exercised in full and in such circumstances, they will not be obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

## **7. SHARES REPURCHASES MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries has repurchased any of the Company's listed securities during the six months immediately prior to the Latest Practicable Date.

*The details of the Directors proposed to be re-elected at the AGM are set out below:*

## EXECUTIVE DIRECTORS

### 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. As at the Latest Practicable Date, Mr. Xu Weizhen did not have any interests in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

### *Relationships*

Mr. Xu Weizhen is the nephew of Mr. Xu Chujia. Save as disclosed herein, Mr. Xu Weizhen is not connected to 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.

Mr. Xu Weizhen is also subject to retirement by rotation and re-election pursuant to the Articles, the Listing Rules and other applicable laws. Pursuant to the service contract entered into between the Company and Mr. Xu Weizhen, 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.

*Note:*

- \* The English translation of the Chinese name is for illustration purpose only. Should there be any inconsistencies, the Chinese name shall prevail.

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 that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### **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 did not have any interests in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

### ***Relationships***

Mr. Kwan is not connected to 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.

Mr. Kwan is also subject to retirement by rotation and re-election pursuant to the Articles, the Listing Rules and other applicable laws. Pursuant to the service contract entered into between the Company and Mr. Kwan, 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 that is required to be disclosed pursuant to Rule 13.51 of the Listing Rules.

### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

#### **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. Mr. Ye is also currently serving as an independent non-executive director of Hua Hong Semiconductor Limited (stock code: 1347), a company listed on the Main Board of the Stock Exchange.

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 did not have any interests in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

#### ***Relationships***

Mr. Ye is not connected to 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.

Mr. Ye is also subject to retirement by rotation and re-election pursuant to the Articles, the Listing Rules and other applicable laws. Pursuant to the service contract entered into between the Company and Mr. Ye, 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 that is required to be disclosed pursuant to Rule 13.51 of the Listing Rules.



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## NOTICE OF AGM

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# Zhaobangji Properties Holdings Limited 兆邦基地產控股有限公司

(Formerly known as 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Zhaobangji Properties Holdings Limited (the “**Company**”) will be held at Unit 1113–15, 11th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 7 September 2018 at 3:00 p.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company and its subsidiaries and reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2018;
2.
  - (a) to re-elect Mr. Xu Weizhen as an executive Director;
  - (b) to re-elect Mr. Kwan Kin Man Keith as an executive Director;
  - (c) to re-elect Mr. Ye Longfei as an independent non-executive Director;
  - (d) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

and, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of HK\$0.01 each (the “**Shares**”) in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any options under the existing and the new share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the aggregate number of Shares in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 articles of association of the Company, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**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 register of members of the Company on

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a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, or of any other stock exchange from time to time, the Companies Law and all other applicable laws and regulations in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be repurchased pursuant to this resolution as a percentage of the total number of issued Shares as the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 articles of association of the Company, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and

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(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of issued Shares repurchased by the Company under the authority granted to the Directors pursuant to resolution no. 5 above, provided that such extended number of shares shall not exceed 10 per cent. of the aggregate number of the issued Shares on the date of the passing of resolution no. 5 above.”

By order of the Board  
**Zhaobangji Properties Holdings Limited**  
**Xu Chujia**  
*Chairman and executive Director*

Hong Kong, 31 July 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:*

Unit 16–18, 11/F  
China Merchants Tower Shun Tak Centre  
168–200 Connaught Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, at the offices of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting (i.e. at or before 3:00 p.m. (Hong Kong Time) on Wednesday, 5 September 2018) or adjourned meeting (as the case may be).
3. For the purpose of ascertaining shareholders’ entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Tuesday, 4 September 2018 to Friday, 7 September 2018 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates, have to be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Monday, 3 September 2018.

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4. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
5. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any Shares other than the Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by shareholders of the Company.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 31 July 2018.
7. The above resolutions will be put to vote at the AGM by way of poll.
8. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 1:00 p.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.zhaobangji.com](http://www.zhaobangji.com)) and to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

*As at the date of this notice, the Board comprises five executive Directors, namely, Mr. Xu Chujia, Mr. Wu Hanyu, Ms. Zhan Meiqing, Mr. Xu Weizhen and Mr. Kwan Kin Man Keith; and four independent non-executive Directors, namely, Mr. Hui Chin Tong Godfrey, Mr. Sze-to Kin Keung, Mr. Wong Chun Man and Mr. Ye Longfei.*