
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

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

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**ZHONGCHANG INTERNATIONAL HOLDINGS GROUP LIMITED****中昌國際控股集團有限公司***(incorporated in Bermuda with limited liability)***(Stock code: 859)**

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening an annual general meeting of the Company to be held at 2:00 p.m. on Friday, 19 June 2020 at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong is set out in Appendix III to this circular.

A proxy form for the annual general meeting is also enclosed with this circular. Such proxy form is also published on the website of Hong Kong Exchange and Clearing Limited (www.hkexnews.hk) and the Company (www.zhongchangintl.hk). Whether or not you are able to attend the meeting, you are requested to complete, sign and return the proxy form in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or the adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting or the adjournment thereof if you so wish.

In view of the COVID-19 epidemic, no beverage and refreshment will be served and no corporate gift will be distributed to avoid close contact of participants in the annual general meeting.

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DEFINITIONS

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 at 2:00 p.m. on Friday , 19 June 2020 at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company, as amended from time to time;
“close associate(s)”	has the meaning ascribed to it in the Listing Rules;
“Companies Act”	the Companies Act 1981 of Bermuda as may from time to time be amended;
“Company”	Zhongchang International Holdings Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 859);
“core connected person(s)”	has the meaning ascribed to it in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“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 People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate to the Directors to issue, allot and deal with Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing the relevant resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new shares of the Company that may be allotted and issued as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same);
“Latest Practicable Date”	13 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Committee”	has the meaning ascribed to it in the Listing Rules;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of the Securities on the Stock Exchange (as amended from time to time);
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise all powers of the Company to repurchase Shares on market through the Stock Exchange or on another recognised stock exchange up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of shares of the Company that may be repurchased as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same);
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each (or of such other nominal amount as shall result from a sub-division, consolidation, re-classification or re-construction of such shares from time to time) of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	any entity which falls within the meaning of the term “subsidiary” as defined in the Listing Rules and the word “Subsidiaries” shall be construed accordingly;
“Substantial Shareholder(s)”	has the meaning ascribed to it in the Listing Rules;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time;
“%”	per cent.

LETTER FROM THE BOARD



ZHONGCHANG INTERNATIONAL HOLDINGS GROUP LIMITED

中昌國際控股集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 859)

Executive Directors:

Mr. Ma Yilin (*Chairman*)
Mr. Fan Xuerui (*Chief Executive Officer*)
Mr. Sun Meng
Ms. Li Guang
Mr. Tang Lunfei
Ms. Huang Limei
Mr. Chen Zhiwei

Non-Executive Directors:

Mr. Wang Xin
Dr. Huang Qiang

Independent non-executive Directors:

Mr. Hung Ka Hai Clement
Mr. Liew Fui Kiang
Mr. Wong Sai Tat
Mr. Wong Wai Leung
Mr. Yip Tai Him

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal Place of Business
in Hong Kong:*

Suite 1711
Tower 2 Times Square
1 Matheson Street
Causeway Bay
Hong Kong

18 May 2020

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the ordinary resolutions to be proposed at the AGM relating to (i) the granting to the Board general mandates for issue of the Shares and repurchase of the Shares, and extension of the Issue Mandate by adding thereto the aggregate number of Shares repurchased by the Company under the Repurchase Mandate; and (ii) re-election of the Directors.

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to give the Directors new general and unconditional mandates:

- (i) to allot, issue and otherwise deal with new Shares of a number not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the proposed resolution at the AGM (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new shares of the Company that may be allotted and issued as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same). As at the Latest Practicable Date, the number of issued Shares was 1,125,027,072. If there is no issue or repurchase of the Shares between the Latest Practicable Date and the date of AGM, the maximum number of Shares which can be allotted, issued or otherwise dealt with pursuant to the Issue Mandate will be 225,005,414 Shares (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new shares of the Company that may be allotted and issued as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same); and
- (ii) to repurchase Shares on market through the Stock Exchange or on another recognised stock exchange of an aggregate number not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the proposed resolution at the AGM (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of shares of the Company that may be repurchased as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same). As at the Latest Practicable Date, the number of issued Shares was 1,125,027,072. If there is no issue or repurchase of the Shares between the Latest Practicable Date and the date of AGM, the maximum number of Shares which can be repurchased pursuant to the Repurchase Mandate will be 112,502,707 Shares (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of shares of the Company that may be repurchased as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same).

In addition, a separate ordinary resolution will also be proposed at the AGM to add to the number of Shares which may be allotted, issued or otherwise dealt with pursuant to the Issue Mandate, number of those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

LETTER FROM THE BOARD

The Issue Mandate and the Repurchase Mandate will expire on the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolutions at the AGM at which time such Issue Mandate and Repurchase Mandate shall lapse unless, by ordinary resolutions passed at that meeting, the mandates are renewed, either unconditionally or subject to conditions;
- (ii) the revocation or variation of the authority given under the relevant resolutions at the AGM by an ordinary resolution of the Shareholders in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held.

The Directors have no present intention to exercise the Repurchase Mandate (if granted to the Directors at the AGM). The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM. An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF DIRECTORS

In relation to resolution no. 2 as set out in the notice of the AGM, Mr. Fan Xuerui, Mr. Sun Meng and Ms. Li Guang will retire from office as Directors at the AGM pursuant to Bye-law 87 of the Bye-laws and/or the Listing Rules. All the above retiring Directors, being eligible, will offer themselves for re-election at the AGM pursuant to the Bye-laws. If re-elected, all the aforesaid Directors will hold office until the conclusion of the annual general meeting of the Company in 2022 and, subject to the terms agreed otherwise which expire earlier (if any), will be subject to rotation, removal, vacation or termination of his/her office as Director as set out in the Bye-laws or the disqualification to act as a Director under the Bye-laws, the laws of Bermuda and the Listing Rules.

Further, reference is made to the Company's announcement dated 13 May 2020 in relation to the appointment of seven Directors by the Board on 13 May 2020. Pursuant to Bye-law 86(2) of the Bye-laws, every Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting (in the case of filling a casual vacancy) or until the next following annual general meeting (in the case of an addition to the Board), and shall then be eligible for re-appointment. Accordingly, the aforesaid seven Directors as more particularly set out below (the "Newly Appointed Directors") shall hold office only until the AGM and shall be eligible for re-election at the AGM:

Name	Position
Mr. Ma Yilin	Executive Director
Mr. Tang Lunfei	Executive Director
Ms. Huang Limei	Executive Director
Mr. Chen Zhiwei	Executive Director
Dr. Huang Qiang	Non-executive Director
Mr. Wong Wai Leung	Independent non-executive Director
Mr. Yip Tai Him	Independent non-executive Director

LETTER FROM THE BOARD

If re-elected, each of the Newly Appointed Directors will hold office until the specific term as set out in his/her service contract or letter of appointment (as the case may be) as described in Appendix II to this circular, and will be subject to rotation, removal, vacation or termination of his/her office as Director as set out in the Bye-laws, the laws of Bermuda and the Listing Rules.

Details of the above Directors who will offer themselves for re-election, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

NOTICE OF THE AGM

Notice of the AGM is set out in Appendix III to this circular. Taking into account of the recent development of the epidemic caused by COVID-19, the Company will implement the following prevention and control measures at the AGM against the epidemic to protect the Shareholders from the risk of infection; (i) compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue; (ii) every Shareholder or proxy is required to wear surgical facial mask throughout the meeting; and (iii) no beverage and refreshment will be served and no corporate gift will be distributed to avoid close contact of the participants. The Company will closely monitor and ascertain the regulations and measures introduced or to be introduced by the Hong Kong government, and if necessary will make further announcement(s) in case of any update regarding the precautionary measures to be carried out at the AGM.

Furthermore, the Company would like to remind all Shareholders that physical attendance at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, the Company wishes to advise the Shareholders, particularly Shareholders who are subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the AGM as a proxy to vote on the resolutions, instead of attending the AGM in person.

A proxy form for appointing proxy is despatched with this circular and published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.zhongchangintl.hk). Whether or not you intend to attend the AGM, you are requested to complete, sign and return the proxy form in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, 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 AGM or the adjourned meeting. Completion and return of a proxy form will not preclude you from attending and voting at the AGM and at any adjournment thereof if you so wish, but if a member of the Company attends in person at the AGM and votes on a resolution, the relevant proxy's authority to vote on that particular resolution shall be deemed to be revoked.

VOTING BY POLL

Any vote of Shareholders at a general meeting must be taken by poll pursuant to Rule 13.39 of the Listing Rules and Bye-law 66 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, every resolution will be put forward at the AGM for voting by poll pursuant to Bye-law 66.

LETTER FROM THE BOARD

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 consider that the resolutions in relation to (i) the granting to the Board the Issue Mandate and the Repurchase Mandate, and extension of the Issue Mandate by adding thereto the aggregate number of Shares repurchased by the Company under the Repurchase Mandate; and (ii) the re-election of the Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of such resolutions at the AGM.

Yours faithfully,
By order of the Board
Zhongchang International Holdings Group Limited
Ma Yilin
Chairman and Executive Director

This is the explanatory statement to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate as required by Rule 10.06 of the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange (the “Share Buy Back Rules”).

1. SHARE BUY BACK

The Share Buy Back Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares fully paid-up on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Source of funds

Repurchases must be funded out of funds which are legally available for the purpose and in accordance with the Bye-laws and the applicable laws of Bermuda. Under the Companies Act, a company may only repurchase its shares out of capital paid up on the shares to be repurchased or out of the funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose.

Any amount of premium payable on a repurchase over the par value of the shares may only be effected out of funds of the company which would otherwise be available for dividend or distribution or out of the company's share premium account.

It is envisaged that a repurchase would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws of Bermuda and Bye-laws for the purpose.

(b) Share capital

As at the Latest Practicable Date, the Company had 1,125,027,072 Shares in issue. On the basis that no further Shares are issued or repurchased up to the date of passing such resolution to adopt the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase up to 10% of the Shares in issue as at the date of passing such resolution (being 112,502,707 Shares).

(c) Directors, their close associates and core connected persons

None of the Directors, and to the best of the knowledge of the Directors having made all reasonable enquiries, any close associates of the Directors, have any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person of the Company has notified the Company that he 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 to the Company in the event that the resolution for approving the grant of the Repurchase Mandate is passed.

2. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its 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.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company when compared with that as at 31 December 2019, being the date of its latest published audited accounts. The Directors do not intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

3. SHARE PRICES

The highest and lowest prices at which the Shares had traded on the Stock Exchange in each of the 12 calendar months preceding the date of this circular were as follows:

Month	Prices per Share	
	Highest	Lowest
	HK\$	HK\$
2019		
May	1.15	0.97
June	1.05	0.95
July	1.04	0.79
August	0.84	0.5
September	0.62	0.53
October	0.6	0.37
November	0.445	0.34
December	0.385	0.3
2020		
January	0.39	0.305
February	0.8	0.31
March	0.69	0.48
April	0.62	0.51
May (up to the Latest Practicable Date)	0.54	0.53

4. GENERAL

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 the applicable laws of Bermuda.

5. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest), could as a result of increase of its or their interests, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As disclosed in the announcement of the Company dated 6 April 2020, it was alleged in the announcement dated 3 April 2020 issued by Glory Rank Investment Limited that (i) as a result of the enforcement action ("Enforcement Action") taken by China Cinda (HK) Asset Management Co., Limited ("China Cinda (HK)") over the 843,585,747 Shares representing 74.98% of the issued Shares ("Charged Shares") on 18 October 2019, China Cinda (HK) became the beneficial owner of the Charged Shares.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of the controlling Shareholder in the Company would be increased to approximately 83.32% of the issued Shares and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

6. PUBLIC FLOAT

The Directors do not have present intention to exercise the Repurchase Mandate to such extent, causing the public float of the Shares to fall below 25%.

7. SECURITIES REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Mr. Fan Xuerui (“Mr. Fan”)

Mr. Fan, aged 32, was appointed as an executive Director on 12 January 2018 and he was also appointed as a member of each of the nomination committee, the remuneration committee and the executive committee of the Company (“Executive Committee”) on 2 February 2018. He was then appointed as the Chairman of the Company and the chairman of the Executive Committee on 23 August 2019, and was further re-designated from chief operating officer as the chief executive officer of the Company on 30 September 2019. Mr. Fan is also a director of all the non-PRC subsidiaries of the Company. Mr. Fan joined Shanghai Sansheng Hongye (Investment) Group Company Limited (“Shanghai Sansheng”) (the parent company of Sansheng Hongye) in 2016 and is currently the director and general manager of the investment department of Shanghai Sansheng mainly responsible for Shanghai Sansheng’s investment and mergers and acquisition projects. Mr. Fan obtained a bachelor’s degree in management and a master’s degree in accounting from 上海交通大學 (Shanghai Jiao Tong University) in 2010 and 2013 respectively. Mr. Fan also graduated from École Centrale Paris in 2013 with a Master Degree in Engineering of Arts and Manufactures. Mr. Fan has obtained the certificate for passing all the required subjects of the professional stage of The National Uniform CPA Examination of the PRC in 2015. Mr. Fan is the son-in-law of Mr. Chen Jianming, the ultimate controlling shareholder of Sansheng Hongye.

Mr. Fan has entered into a service contract with the Company for an initial term of three years from 12 January 2018 to 11 January 2021 (both dates inclusive). Mr. Fan has not received any remuneration since his appointment and his remuneration would be subject to review by the remuneration committee of the Company. Mr. Fan is subject to re-election or retirement by rotation pursuant to the Bye-laws.

Mr. Sun Meng (“Mr. Sun”)

Mr. Sun, aged 32, was appointed as an executive Director on 12 January 2018 and he was also appointed as a member of the Executive Committee on 2 February 2018. Mr. Sun joined Shanghai Sansheng in 2012 and is currently the vice director and general manager of the capital planning department of Shanghai Sansheng. Mr. Sun obtained a bachelor’s degree in business administration from 南開大學 (Nankai University) in 2009 and a master’s degree from engineering from 北京大學 (Peking University) in 2012. Mr. Sun is responsible for the supervision of the Group with focus on the financial control of the Group.

Mr. Sun has entered into a service contract with the Company. Mr. Sun has not received any remuneration since his appointment and his remuneration would be subject to review by the remuneration committee of the Company. Mr. Sun is subject to re-election or retirement by rotation pursuant to the Bye-laws.

Ms. Li Guang (“Ms. Li”)

Ms. Li, aged 57, was appointed as an executive Director and a member of the Executive Committee on 23 October 2018. She is a senior economist conferred by 廣東省人事廳 (Guangdong Province Human Resources Department*) in March 2003. Ms. Li was the vice president of 廣東上市公司協會 (The Listed Companies Association of Guangdong*, “GDLA”) from 2011 to 2017 and the president of 廣東新三板公司協會 (National Equities Exchange and Quotation Association of Guangdong*, “GANEEQ”) from 2015 to 2017. GDLA and GANEEQ are both non-profit associations established for the purpose of promoting corporate governance standard and internal control system of listed companies. Ms. Li obtained a master’s degree in economics from Jinan University in 1997. She also obtained a doctoral degree in business administration from Wisconsin International University in 2004 and has previously worked in the securities industry.

Ms. Li has entered into a service contract with the Company for an initial term of 3 years from 23 October 2018 to 22 October 2021 (both dates inclusive). Ms. Li has not received any remuneration since her appointment and her remuneration would be subject to review by the remuneration committee of the Company. Ms. Li is subject to re-election and retirement by rotation pursuant to the Bye-laws.

Mr. Ma Yilin (“Mr. Ma”)

Mr. Ma, aged 55, has been appointed as an executive Director and the Chairman with effect from 13 May 2020. He has over 24 years of experience in management and finance sectors. Mr. Ma obtained his Bachelor of Engineering from the University of International Relations of the People’s Republic of China (the “PRC”) in July 1988 and his Master of Economics Law* (經濟法學) from the China University of Political Science and Law in January 1995. After his graduation, Mr. Ma joined the China Construction Bank as the deputy director of the legal department from May 1995 to January 2001 and was mainly responsible for handling, among others, litigation matters of the bank. He then worked for China Cinda (HK) since January 2001 as the senior manager and was subsequently promoted to his current position as the chief executive officer since January 2015.

Mr. Ma has entered into a service contract with the Company for an initial term of two years from 13 May 2020 to 12 May 2022 (both dates inclusive), subject to re-election or retirement by rotation pursuant to the Bye-laws. Pursuant to his service contract, Mr. Ma will not be entitled to any remuneration upon appointment and his remuneration would be subject to review by the remuneration committee of the Company.

* for identification purposes only

Mr. Tang Lunfei (“Mr. Tang”)

Mr. Tang, aged 41, has been appointed as an executive Director with effect from 13 May 2020. He has over 16 years of experience in the financial industry. Mr. Tang obtained his Bachelor of Economics from Chongqing Institute of Technology of the PRC in June 2000 and his Master of Economics from Sichuan University of the PRC in June 2003. After his graduation, Mr. Tang joined China Cinda Asset Management Co., Ltd. (“China Cinda”) as the business manager of Chengdu office from July 2003 to April 2005. Subsequently, he worked for the Financial Stability Bureau of The People’s Bank of China from May 2005 to June 2006, where he was responsible for resolving the risks associated with securities companies. Mr. Tang then joined Cinda Securities Company Limited from June 2006 to June 2012 with his last position as the business director. From June 2012 to July 2019, he worked for China Cinda with his last position as the chief and specialised approver of various departments of the company. Since July 2019, Mr. Tang has been serving as the chief risk and compliance officer of China Cinda (HK) Holdings Company Limited (a wholly-owned subsidiary of China Cinda).

Mr. Tang has entered into a service contract with the Company for an initial term of two years from 13 May 2020 to 12 May 2022 (both dates inclusive), subject to re-election or retirement by rotation pursuant to the Bye-laws. Pursuant to his service contract, Mr. Tang will not be entitled to any remuneration upon appointment and his remuneration would be subject to review by the remuneration committee of the Company.

Ms. Huang Limei (“Ms. Huang”)

Ms. Huang, aged 54, has been appointed as an executive Director with effect from 13 May 2020. She has over 20 years of experience in the financial industry. Ms. Huang obtained her Bachelor of Financial Statistic Profession* (金融統計專業) from Hunan University of Finance and Economics of the PRC in July 1989 and her Master of National Economics* (國民經濟學) from Zhongnan University of Economics and Law of the PRC in December 2000. Prior to joining China Cinda (HK), Ms. Huang worked for the Shenzhen branch of the China Construction Bank from June 1989 to August 1999 with her last position as the associate head of division. She subsequently joined Shenzhen branch of China Cinda from August 1999 to December 2017 where she was principally responsible for handling the finance, approval of business plans and risk management of the company. Since February 2018, Ms. Huang has served as the deputy general manager of China Cinda (HK).

Ms. Huang has entered into a service contract with the Company for an initial term of two years from 13 May 2020 to 12 May 2022 (both dates inclusive), subject to re-election or retirement by rotation pursuant to the Bye-laws. Pursuant to her service contract, Ms. Huang will not be entitled to any remuneration upon appointment and her remuneration would be subject to review by the remuneration committee of the Company.

Mr. Chen Zhiwei (“Mr. Chen”)

Mr. Chen, aged 35, has been appointed as an executive Director with effect from 13 May 2020. He has over 13 years of investment and research experience in the financial industry. Mr. Chen obtained his Bachelor of Economics in July 2004 from Tsinghua University of the PRC and his Master of Science (Estate Management) in August 2009 from National University of Singapore. Mr. Chen joined China Cinda (HK) in June 2010 and is currently serving as the assistant general manager of the company, where he is responsible for managing the company’s investment and financing business. Apart from the aforesaid, Mr. Chen has been appointed as a non-executive director of (1) Modern Land (China) Co., Limited (a real estate enterprise listed on the main board (“Main Board”) of the Stock Exchange with stock code: 1107) since December 2016; (2) China Fortune Financial Group Limited (an investment holding company listed on the Main Board with stock code: 290) since April 2018; (3) SouthGobi Resources Ltd. (an integrated coal mining, development and trading company listed on the Main Board with stock code: 1878 and the stock exchanges of Singapore and Toronto) since April 2018; and (4) Silver Grant International Holdings Group Limited (a finance company listed on the Main Board with stock code: 171) since January 2019.

Mr. Chen has entered into a service contract with the Company for an initial term of two years from 13 May 2020 to 12 May 2022 (both dates inclusive), subject to re-election or retirement by rotation pursuant to the Bye-laws. Pursuant to his service contract, Mr. Chen will not be entitled to any remuneration upon appointment and his remuneration would be subject to review by the remuneration committee of the Company.

Dr. Huang Qiang (“Dr. Huang”)

Dr. Huang, aged 43, has been appointed as a non-executive Director with effect from 13 May 2020. He has over 21 years of experience in the financial industry. Dr. Huang obtained his Bachelor of Economics from the Southwestern University of Finance and Economics of the PRC in July 1998, his Master of Corporate Management* (企業管理) from the Southwestern University of Finance and Economics of the PRC in December 2003 and his Doctor of Corporate Management* (企業管理) in July 2009 from the Southwestern University of Finance and Economics of the PRC. He had been working for Chengdu branch of The People’s Bank of China from July 1998 to December 2002, Chengdu Rural Commercial Bank from December 2002 to March 2011 and the China Securities Regulatory Commission from March 2011 to March 2012 where he obtained his valuable experience in the financial industry. Subsequently, Dr. Huang served the School of Economics of the Peking University as a Postdoctor from March 2012 to February 2013. He then joined China Cinda from February 2013 to June 2016 with his last position as the associate general director. Dr. Huang has been concurrently serving as the deputy general manager of China Cinda (HK) Holdings Company Limited (a wholly-owned subsidiary of China Cinda) since June 2017 and is responsible for managing the equity and corporate finance business of the company.

Dr. Huang has entered into a letter of appointment with the Company for an initial term of two years from 13 May 2020 to 12 May 2022 (both dates inclusive), subject to re-election or retirement by rotation pursuant to the Bye-laws. Pursuant to his letter of appointment, Dr. Huang will not be entitled to any remuneration upon appointment and his remuneration would be subject to review by the Board based on the recommendations by the remuneration committee of the Company.

Mr. Wong Wai Leung (“Mr. Wong”)

Mr. Wong, aged 42, has been appointed as an independent non-executive Director with effect from 13 May 2020. He has over 19 years of experience in accounting, auditing and financial management. Mr. Wong obtained his Bachelor of Business Administration in Accounting from The Hong Kong University of Science and Technology in November 2000. He has also been admitted as a member of the Hong Kong Institute of Certified Public Accountant (the “HKICPA”) since July 2004, and a fellow member of the Association of Chartered Certified Accountants since September 2010. After graduation, Mr. Wong worked at Ernst & Young in audit assurance from September 2000 to August 2009 with his last held position as the senior manager in the assurance and advisory business services department. He was also seconded to the assurance and advisory business services department of the New York office of Ernst & Young in the United States of America as the senior accountant from November 2004 to March 2006. Mr. Wong then worked at Lianjie Capital (Hong Kong) Limited from September 2009 to March 2012 with his last held position as the chief financial officer. He was subsequently transferred to Lianjie Sports Investments Limited, a private company which manages investments and trusts for a family office, between April 2012 and December 2015 with his last position as the chief financial officer. Mr. Wong was then appointed as a director of Lianjie Sports Investments Limited since January 2016. Currently, Mr. Wong has become the executive director, chief financial officer and company secretary of Qinqin Foodstuffs Group (Cayman) Company Limited (a company principally engaged in the manufacturing, distribution and sale of food and snacks products in the PRC and listed on the Main Board with stock code: 1583) since March 2016 where he is responsible for corporate development, investment, accounting and financial matters. He has also been appointed as an independent non-executive director of (1) MediNet Group Limited (a company principally engaged on providing corporate medical and dental solutions and listed on GEM (“GEM”) of the Stock Exchange with stock code: 8161) since May 2016; and (2) Vertical International Holdings Limited (a company principally engaged in manufacturing of chip type and radial lead type aluminum electrolytic capacitors and listed on GEM with stock code: 8375) since October 2017.

Mr. Wong has entered into a letter of appointment with the Company for an initial term of one year from 13 May 2020 to 12 May 2021 (both dates inclusive), subject to re-election or retirement by rotation pursuant to the Bye-laws. Pursuant to his letter of appointment, Mr. Wong will be entitled to a director’s remuneration of HK\$30,000 each month and his remuneration would be subject to review by the Board based on the recommendations by the remuneration committee of the Company.

Mr. Yip Tai Him (“Mr. Yip”)

Mr. Yip, aged 49, has been appointed as an independent non-executive Director with effect from 13 May 2020. He has over 22 years of experience in accounting, auditing and financial management. Mr. Yip obtained his Bachelor degree from the City University of Hong Kong in November 1993. He has been admitted as a member of the HKICPA, a fellow of the Association of Chartered Certified Accountants in the United Kingdom and a fellow of the Institute of Chartered Accountants in England and Wales since June 1997, September 2001 and January 2016 respectively. Mr. Yip has been serving as an independent non-executive director of (1) Shentong Robot Education Group Company Limited (a company with principal business of robotic education and listed on GEM with stock code: 8206) since October 2002; (2) GCL-Poly Energy Holdings Limited (a solar energy related company listed on the Main Board with stock code: 3800) since March 2009; and (3) Redco Properties Group Limited (a property developer listed on the Main Board with stock code: 1622) since January 2014. In addition, he was previously an independent non-executive director of (1) China Media and Films Holdings Limited (currently known as Lajin Entertainment Network Group Limited), a media company listed on GEM with stock code: 8172, from December 2008 to April 2015; (2) Vinco Financial Group Limited (a financial advising company listed on GEM with stock code: 8340) from May 2008 to August 2016; (3) New Wisdom Holding Company Limited (currently known as Star Glory Holdings Company Limited), a food and beverage company listed on GEM with stock code: 8213, from November 2016 to March 2018; (4) Sino Golf Holdings Limited (a company principally engaged in design, development, manufacture and sale of fully assembled and packaged golf clubs and related accessories and listed on the Main Board with stock code: 361) from September 2015 to November 2018; and (5) Bisu Technology Group International Limited (an engineering and construction company listed on the Main Board with stock code: 1372) from July 2015 to April 2019.

Mr. Yip has entered into a letter of appointment with the Company for an initial term of one year from 13 May 2020 to 12 May 2021 (both dates inclusive), subject to re-election or retirement by rotation pursuant to the Bye-laws. Pursuant to his letter of appointment, Mr. Yip will be entitled to a director's remuneration of HK\$30,000 each month and his remuneration would be subject to review by the Board based on the recommendations by the remuneration committee of the Company.

Re-election of independent non-executive Directors

The nomination of each of Mr. Wong and Mr. Yip was made in accordance with the nomination policy of the Company. Prior to their appointment, the nomination committee of the Company (the “Nomination Committee”) identified Mr. Wong and Mr. Yip as candidates for the role of independent non-executive Director through recommendations by member(s) of the Board in accordance with the board diversity policy of the Company and having considered the selection criteria as set out in the nomination policy of the Company and the background, skills and experience of each of Mr. Wong and Mr. Yip.

Mr. Wong has over 19 years of experience and Mr. Yip has over 22 years of experience in accounting, auditing and financial management, and the Board considered that each of them possessed the relevant knowledge and skills necessary for serving as an independent non-executive Director. Moreover, each of Mr. Wong and Mr. Yip has confirmed in writing to the Company of their independence pursuant to Rule 3.13 of the Listing Rules. To the best knowledge of the Directors, as at the Latest Practicable Date, the Company was not aware of any matters or events that might occur and affect the independence of Mr. Wong and Mr. Yip, and the Board considered them to be independent.

In view of Mr. Wong’s and Mr. Yip’s knowledge and experience in the business field as mentioned above, the Board considered that Mr. Wong and Mr. Yip would bring valuable perspectives, knowledge, skills and experience to the Board and would also contribute to the diversity of the Board. Hence, each of Mr. Wong and Mr. Yip should be elected as an independent non-executive Director.

Other information

Save as disclosed herein, the above Directors did not in the past three years up to the Latest Practicable Date hold any directorship in any listed public company in Hong Kong or overseas, did not as at the Latest Practicable Date hold any position with any member of the Group, and did not have other major appointments and professional qualifications, any interests in the Shares within the meaning of Part XV of the SFO and any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, and there is no information which is discloseable nor are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

**ZHONGCHANG INTERNATIONAL HOLDINGS GROUP LIMITED****中昌國際控股集團有限公司**

(incorporated in Bermuda with limited liability)

(Stock code: 859)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Zhongchang International Holdings Group Limited (the “Company”) will be held at 2:00 p.m. on Friday, 19 June 2020 at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong (the “AGM”) for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements of the Company and its subsidiaries (collectively, the “Group”) and the reports of the directors of the Company (the “Directors and each a Director”) and independent auditors of the Company (“Auditors”) for the year ended 31 December 2019.
2.
 - (i) To re-elect Mr. Fan Xuerui as an executive Director.
 - (ii) To re-elect Mr. Sun Meng as an executive Director.
 - (iii) To re-elect Ms. Li Guang as an executive Director.
 - (iv) To re-elect Mr. Ma Yilin as an executive Director.
 - (v) To re-elect Mr. Tang Lunfei as an executive Director.
 - (vi) To re-elect Ms. Huang Limei as an executive Director.
 - (vii) To re-elect Mr. Chen Zhiwei as an executive Director.
 - (viii) To re-elect Dr. Huang Qiang as a non-executive Director.
 - (ix) To re-elect Mr. Wong Wai Leung as an independent non-executive Director.
 - (x) To re-elect Mr. Yip Tai Him as an independent non-executive Director.
 - (xi) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Messrs. HLB Hodgson Impey Cheng Limited as the Auditors to hold office until the conclusion of the next annual general meeting of the Company and authorise the Directors to fix the Auditors’ remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions:

A. **“THAT**

- (a) subject to paragraph A(b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved and authorised;
- (b) the aggregate number of the shares of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph A(a) above during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of shares of the Company that may be repurchased as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same) and the approval pursuant to paragraph A(a) shall be limited accordingly; and
- (c) for the purpose 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”

B. “THAT

- (a) subject to paragraph B(b) below, a general mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares of the Company (or to issue, allot and deal with securities convertible into shares, or options, warrants or similar rights to subscribe for any shares of the Company) and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate number of the shares allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph B(a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new shares of the Company that may be allotted and issued as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same) and the said approval shall be limited accordingly:
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);
 - (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted, as varied from time to time, for the grant or issue of shares or rights to acquire shares of the Company;
 - (iii) any issue of shares in the Company upon the exercise of rights of conversion or under the terms of any securities of the Company which are convertible into shares of the Company or warrants to subscribe for shares of the Company that have been previously approved by shareholders of the Company; or
 - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the Bye-laws of the Company; and

- (c) for the purpose 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”

- C. “**THAT** conditional upon resolutions A and B being passed, the unconditional general mandate granted to the Directors pursuant to resolution B to exercise the powers of the Company to issue, allot and deal with unissued shares of the Company be and is hereby extended by the addition thereto the aggregate number of shares repurchased by the Company under the authority granted pursuant to resolution A above.”

By order of the Board
Zhongchang International Holdings Group Limited
Ma Yilin
Chairman and Executive Director

Hong Kong, 18 May 2020

Notes:

- (1) All resolutions at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Bye-laws of the Company and the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) A member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy or appoint a duly authorised corporate representative to attend and vote in his stead. A member who is the holder of two or more shares in the Company may appoint more than one proxy to represent him or vote on his behalf. A proxy need not be a member of the Company. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish, but if a member of the Company attends in person at the AGM and votes on a resolution, the relevant proxy’s authority to vote on that particular resolution shall be deemed to be revoked.
- (3) In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney, or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM (or adjournment thereof).

- (4) For determining the entitlements of the members of the Company to attend and vote at the AGM, the Hong Kong branch register of members of the Company will be closed from Tuesday, 16 June 2020 to Friday, 19 June 2020 (both dates inclusive), during which period no transfer of Shares can be registered. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:30 p.m. on Monday, 15 June 2020.
- (5) If there is a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above in force at or after 8:00 a.m. on Friday, 19 June 2020 and/or the Hong Kong Observatory has announced at or before 8:00 a.m. on Friday, 19 June 2020 that either of the above mentioned warnings is to be issued within the next two hours, the AGM shall automatically be postponed to Monday, 22 June 2020 and in such case by virtue of this notice, the AGM shall be held at 10:00 a.m. on Monday, 22 June 2020 at the same place. Members who have any queries concerning these arrangements, please call the Company at (852) 2117-0237 during business hours from 9:00 a.m. to 6:00 p.m. on Monday to Friday, excluding public holidays.

Taking into account of the recent development of the epidemic caused by COVID-19, the Company will implement the following prevention and control measures at the AGM against the epidemic to protect the Shareholders from the risk of infection; (i) compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue; (ii) every Shareholder or proxy is required to wear surgical facial mask throughout the meeting; and (iii) no beverage and refreshment will be served and no corporate gift will be distributed to avoid close contact of the participants. The Company will closely monitor and ascertain the regulations and measures introduced or to be introduced by the Hong Kong government, and if necessary will make further announcement(s) in case of any update regarding the precautionary measures to be carried out at the AGM.

Furthermore, the Company would like to remind all Shareholders that physical attendance at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, the Company wishes to advise the Shareholders, particularly Shareholders who are subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the AGM as a proxy to vote on the resolutions, instead of attending the AGM in person.

As at the date hereof, the Board comprises Mr. Ma Yilin (Chairman), Mr. Fan Xuerui, Mr. Sun Meng, Ms. Li Guang, Mr. Tang Lunfei, Ms. Huang Limei and Mr. Chen Zhiwei as executive directors; Mr. Wang Xin and Dr. Huang Qiang as non-executive directors; and Mr. Hung Ka Hai Clement, Mr. Liew Fui Kiang, Mr. Wong Sai Tat, Mr. Wong Wai Leung and Mr. Yip Tai Him as independent non-executive directors.