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**zhenro 正榮地產**  
**Zhenro Properties Group Limited**  
**正榮地產集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 6158)**

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the notice (the “**AGM Notice**”) and the form of proxy (the “**Form of Proxy**”) of Zhenro Properties Group Limited (the “**Company**”) both published on 22 April 2020 which set out the resolutions to be considered by the shareholders of the Company at the annual general meeting to be held on 8 June 2020 (the “**AGM**”) and the resolutions to be proposed at the AGM for the shareholders’ approval. Reference is also made to the announcement of the Company dated 22 May 2020 in relation to the proposed changes in the Board.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the ordinary resolution no. 3 in respect of the re-election of Mr. Ou Guoqiang as a non-executive Director as set out in the AGM Notice is no longer applicable and will be withdrawn at the AGM and the AGM will be held at Unit B, 62/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Monday, 8 June 2020 at 11:00 a.m. to consider and, if thought fit, to pass the following additional resolution as ordinary resolution in addition to the resolutions set out in the AGM Notice:

11. To appoint Mr. Liu Weiliang as an executive director.

Yours faithfully  
By order of the Board  
**Zhenro Properties Group Limited**  
**Huang Xianzhi**  
*Chairman*

22 May 2020

*Notes:*

- (i) Save for the withdrawal of resolution no. 3 and the additional resolution no. 11, there are no changes to the resolutions set out in the AGM Notice. Please refer to the AGM Notice for the other resolutions to be considered and approved at the AGM, arrangements for closure of register of members and other relevant matters.
- (ii) In respect of resolution no. 11, the biographical details of Mr. Liu Weiliang are set out in Appendix to this supplemental notice.
- (iii) Since the Form of Proxy sent together with the original AGM Notice (the “Original Form of Proxy”) does not contain the additional resolution as set out in this supplemental notice, a new form of proxy (the “Revised Form of Proxy”) has been prepared and is enclosed with this supplemental notice.
- (iv) Shareholders who have not yet lodged the Original Form of Proxy with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, are requested to lodge the completed Revised Form of Proxy with Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding of the AGM or any adjournment thereof (as the case may be) (the “Closing Time”) if they wish to appoint proxies to attend the AGM on their behalf. In such case, you are advised not to lodge the Original Form of Proxy with the Company’s branch Share Registrar.
- (v) Shareholders who have lodged the Original Form of Proxy with the Company’s branch share registrar should note that:
  - (a) If you fail to lodge the Revised Form of Proxy with the Company’s branch share registrar prior to the Closing Time or if it is incorrectly completed, the Original Form of Proxy shall be treated as a valid Form of Proxy lodged by you if correctly completed. The proxy so appointed by you shall be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the newly proposed resolution as set out in this supplemental notice and the Revised Form of Proxy, apart from the resolutions as set out in the original notice of annual general meeting and the Original Form of Proxy.
  - (b) If you have lodged the Revised Form of Proxy with the Company’s branch share registrar prior to the Closing Time as specified, the Revised Form of Proxy shall revoke and supersede the Original Form of Proxy previously lodged by you if correctly completed. The Revised Form of Proxy shall be treated as a valid form of proxy lodged by you.
  - (c) If you have lodged the Revised Form of Proxy with the Company’s branch share registrar after the Closing Time, the Revised Form of Proxy shall be invalid. This will also revoke the Original Form of Proxy previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the Original Form of Proxy or the Revised Form of Proxy) will not be counted in any poll. Accordingly, you are advised not to lodge the Revised Form of Proxy after the Closing Time. In such case, if you wish to vote at the AGM, you will have to attend in person and vote at the AGM.
- (vi) Shareholders are reminded that completion and return of the Original Form of Proxy and/or the Revised Form of Proxy will not preclude them from attending and voting in person at the AGM or any adjournment thereof if they so wish.

*As at the date of this notice, the executive directors of the Company are Mr. Huang Xianzhi, and Mr. Chan Wai Kin, the non-executive directors of the Company are Mr. Ou Guoqiang and Mr. Ou Guowei, and the independent non-executive directors of the Company are Dr. Loke Yu (alias Loke Hoi Lam), Mr. Wang Chuanxu and Mr. Lin Hua.*

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## APPENDIX BIOGRAPHICAL DETAILS OF THE PROPOSED EXECUTIVE DIRECTOR

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Mr. Liu Weiliang, aged 36, was appointed as the vice president of the Company on 10 November 2019. Mr. Liu is mainly responsible for the management of the strategic investment centre, the audit and risk control department and the legal affairs department. He has over 12 years of experience in the real estate industry. Mr. Liu joined the Group in June 2016, and has held key positions in several subsidiaries of the Group, including: (i) the deputy general manager of Zhenro (Changsha) Real Estate Co., Ltd (正榮(長沙)置業有限公司) and the project manager for real estate project of Zhenro Properties Holdings Company Limited (正榮地產控股股份有限公司) (“**Zhenro Properties Holdings**”) in Yichun from June 2016 to August 2017; (ii) the general manager of the merger department of the strategic investment centre and subsequently the general manager of the strategic investment centre of Zhenro Properties Holdings from August 2017 to May 2019; (iii) the assistant to the chief executive officer of Zhenro Properties Holdings from May 2019 to November 2019. Mr. Liu has held several positions in Zhenro Group Co., Ltd. (正榮集團有限公司) (“**Zhenro Group Company**”) since November 2018. He served successively as the deputy general manager of the strategic operation centre, the general manager of the human resources department and the assistant to the chief executive officer of Zhenro Group Company. Before joining our Group, Mr. Liu worked in several real estate companies in the PRC, including (i) the development manager of Evergrande Properties Changsha Real Estate Co., Ltd (恒大地產長沙置業公司) and the deputy general manager of Chenzhou Real Estate Co., Ltd (郴州置業公司) successively from July 2008 to May 2012; (ii) the deputy general manager of Heneng Properties Real Estate Co., Ltd (合能地產長沙置業公司) from May 2012 to June 2016. Mr. Liu obtained a bachelor’s degree in engineering management from Changsha University of Science & Technology in 2007.

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As at the date of this supplemental notice, Mr. Liu has not been a director in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years. Save as disclosed above, Mr. Liu does not have any relationship with other directors, senior management or substantial shareholders or controlling shareholders of the Company. Mr. Liu does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

If approved at the AGM by the shareholders, Mr. Liu will enter into a service agreement with the Company for a term of 3 years commencing from the date of the AGM, determinable by either party by giving three months' written notice. Mr. Liu is entitled to a salary of RMB2,715,100 per annum and a discretionary bonus. The emoluments of Mr. Liu are determined by the remuneration committee with reference to his commitment, responsibilities and performance as well as the Group's performance and prevailing market conditions.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Liu's appointment and there is no other information relating to Mr. Liu that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.