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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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Zhaobangji Properties Holdings Limited

兆邦基地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1660)

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

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the EGM to be held at Unit 13–15, 11th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Wednesday, 23 August 2023 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM 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 and the Company at www.szzhaobangji.com.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire. In the event that you attend the meeting after having deposited a form of proxy, your form of proxy shall be deemed to be revoked.

4 August 2023

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DEFINITIONS

In this circular, unless the contents otherwise requires, the following expressions have the meanings as set out below.

“Board”	the board of Directors
“Company”	Zhaobangji Properties Holdings Limited, a company incorporated in Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange (Stock Code: 1660)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Unit 13–15, 11th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Wednesday, 23 August 2023 at 11:00 a.m. (or so soon thereafter as the annual general meeting of the Company convened for 10:00 a.m. on the same date shall have been concluded or adjourned) or any adjournment thereof, and held for the Shareholders to consider and approve the Proposed Change of Company Name, notice of which is set out on pages EGM-1 to EGM-2 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	28 July 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Zhaobangji Properties Holdings Limited” to “Zhaobangji Lifestyle Holdings Limited” and to adopt the Chinese name “兆邦基生活控股有限公司” as the new dual foreign name of the Company in place of the existing Chinese name “兆邦基地產控股有限公司”
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1660)

Executive Directors:

Mr. Xu Chujia (*Chairman*)
Mr. Xu Chusheng
Mr. Kwan Kin Man Keith

Non-executive Director:

Ms. Zhan Meiqing

Independent Non-executive Directors:

Mr. Hui Chin Tong Godfrey
Mr. Wong Chun Man
Mr. Ye Longfei

Registered Office:

Maples Corporate Services Limited
P.O. Box 309
Ugland House, Grand Cayman
KY1-1104, Cayman Islands

**Head Office and Principal Place
of Business in Hong Kong:**

Unit 13–15, 11th Floor
China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

4 August 2023

To the Shareholders,

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 4 August 2023. The purpose of this circular is to provide you with (i) information regarding the special resolution to be proposed at the EGM relating to the Proposed Change of Company Name; and (ii) the notice of the EGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “Zhaobangji Properties Holdings Limited” to “Zhaobangji Lifestyle Holdings Limited” and to adopt the Chinese name “兆邦基生活控股有限公司” as the new dual foreign name of the Company in place of the existing Chinese name “兆邦基地產控股有限公司”.

LETTER FROM THE BOARD

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

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

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date the Registrar of Companies in Cayman Islands registers the proposed new English name in place of the existing English name of the Company and registers the proposed dual foreign name in Chinese of the Company as set out in the certificate of incorporation on change of name and the certificate of dual foreign name in Chinese to be issued by the Registrar of Companies in Cayman Islands. Thereafter, the Company will comply with the necessary filing procedures in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers the Proposed Change of Company Name will provide the Company with a more defined corporate image and identity which will benefit the Company's future business development. The Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be effective and as documents of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing Share certificates for new Share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new Share certificates will be issued under the new name of the Company.

The Company will make further announcement(s) on the Proposed Change of the Company Name and the effective dates of the Proposed Change of Company Name and the new stock short name of the Company under which the Shares will be traded on the Stock Exchange and the address of the new website of the Company as and when appropriate.

The Proposed Change of Company Name will not affect the Group's daily business operations and its financial position.

LETTER FROM THE BOARD

EGM

The EGM will be convened and held for the purposes of considering and, if thought fit, passing the relevant resolution to approve the Proposed Change of Company Name.

A notice convening the SGM to be held at Unit 13–15, 11th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Wednesday, 23 August 2023 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you will be able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire and in such event, the instrument appointing the proxy shall be deemed to have been revoked. Voting on the proposed resolution at the EGM will be taken by poll.

PROXY ARRANGEMENT

A form of proxy for use at the EGM 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 and the Company's website at www.szzhaobangji.com. Whether or not you intend to attend the EGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. at or before 11:00 a.m. (Hong Kong Time) on Monday, 21 August 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or adjournment thereof in person if you so wish.

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of Extraordinary General Meeting is set out on EGM-1 and EGM-2 of this circular.

As at the Latest Practicable Date, as no Shareholders had a material interest in the Change of Company Name, no Shareholders will be required to abstain from voting on the resolution to approve the Change of Company Name.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll save that 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. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. If you intend to appoint a proxy to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the EGM or any adjourned meeting if you so wish.

Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders of, among other things, the poll results of the EGM, the effective date of the Change of Company Name and the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Proposed Change of Company Name.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Zhaobangji Properties Holdings Limited
Xu Chujia
Chairman and Executive Director

NOTICE OF EGM



兆邦基地產
Zhaobangji Properties

Zhaobangji Properties Holdings Limited

兆邦基地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1660)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Zhaobangji Properties Holdings Limited (the “**Company**”) will be held at Unit 13–15, 11th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Wednesday, 23 August 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as the special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Cayman Islands being obtained, the English name of the Company be changed from “Zhaobangji Properties Holdings Limited” to “Zhaobangji Lifestyle Holdings Limited”, and the Chinese name “兆邦基生活控股有限公司” be adopted as the new dual foreign name of the Company to replace its existing Chinese name “兆邦基地產控股有限公司” (collectively, the “**Change of Company Name**”) and that any one or more of the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 4 August 2023

Registered Office:

Maples Corporate Services Limited
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

***Head Office and Principal Place
of Business in Hong Kong:***

Unit 13–15, 11th Floor
China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

NOTICE OF EGM

Notes:

1. A proxy form to be used for the EGM is enclosed with the circular dated 4 August 2023 issued by the Company.
2. A member entitled to attend and vote at EGM 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.
3. Delivery of a form of proxy will not preclude a member from attending and voting in person at the EGM. In the event that a member attend the EGM after having deposited a form of proxy to the branch share registrar of the Company in Hong Kong, the form of proxy shall be deemed to be revoked.
4. In the case of joint holders, any one of such holders may attend and vote at the meeting either personally or by proxy, but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of the said persons so present whose name stands first on the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
5. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its common seal, or under the hand of any officer or attorney or other person, duly authorised; and the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority must be deposited at the office of the branch share registrar of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time holding the EGM (i.e. at or before 11:00 a.m. (Hong Kong Time) on Monday, 21 August 2023) or any adjourned meeting (as the case may be).
6. For the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 18 August 2023 to Wednesday, 23 August 2023 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the EGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 17 August 2023.
7. If a Typhoon Signal no. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the extraordinary general meeting will not be held on that day and will be adjourned. The Company will publish an announcement on the websites of HKEXnews (www.hkexnews.hk) and the website of the Company (www.szzhaobangji.com) respectively to notify the shareholders of the date, time and place of the adjourned meeting. The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the EGM under bad weather conditions bearing in mind their own situations and if they should choose to so do, they are advised to exercise care and caution.

As at the date of this notice, the Board of the Company comprises:

Executive Directors:

Mr. Xu Chujia (*Chairman*)
Mr. Xu Chusheng
Mr. Kwan Kin Man Keith

Independent Non-executive Directors:

Mr. Hui Chin Tong Godfrey
Mr. Wong Chun Man
Mr. Ye Longfei

Non-executive Director:

Ms. Zhan Meiqing