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

If you have sold or transferred all your securities in **Trendzon Holdings Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank manager, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Trendzon Holdings Group Limited
卓航控股集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1865)

**MAJOR TRANSACTION IN RELATION TO
THE DISPOSAL OF 22% EQUITY INTEREST
IN THE TARGET COMPANY
AND
NOTICE OF EGM**

Financial adviser to the Company



A letter from the Board is set out from pages 4 to 11 of this circular.

A notice convening the EGM of **Trendzon Holdings Group Limited** (the “Company”) to be held at Unit 1213, Floor 12, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Hong Kong on Monday, 15 April 2024 at 11:00 a.m. is set out on pages 20 to 22 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company’s website (<https://www.trendzon1865.com>). Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment of it, if you so wish.

26 March 2024

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DEFINITIONS

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

“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Announcement”	the announcement of the Company dated 26 February 2024 in relation to the Disposal
“Board”	the board of Directors
“BVI”	British Virgin Islands
“Business Day(s)”	a day (other than a Saturday, a Sunday and a public holiday) on which licensed banks in Hong Kong are open to general public for business
“Company”	Trendzon Holdings Group Limited 卓航控股集團有限公司, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1865)
“Completion”	completion of the Disposal pursuant to the terms and conditions of the Sale and Purchase Agreement
“Consideration”	the total consideration for the Disposal in the sum of S\$6.25 million (equivalent to approximately HK\$36.25 million)
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of 22% equity interest in the Target Company by the Company to the Purchaser pursuant to the terms and conditions of the Sale and Purchase Agreement
“EGM”	the extraordinary general meeting of the Company to be convened and held at Unit 1213, Floor 12, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Hong Kong on Monday, 15 April 2024, at 11:00 a.m. or any adjourned meeting the details of which are set out on pages 20 to 22 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	a third party(ies) independent of, and not connected with, the Company and its connected person which has the meaning ascribed to it under the Listing Rules
“Latest Practicable Date”	20 March 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Purchaser”	Mr. Tan Tze Loong, an Independent Third Party
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the sale and purchase agreement entered into between the Company and the Purchaser on 26 February 2024 in relation to the Disposal
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“S\$”	Singapore dollars, the lawful currency of Singapore
“Sale Share(s)”	22 shares representing 22% of the issued share capital of the Target Company
“Share(s)”	ordinary share(s) with par value 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
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Target Company”	Integral Virtue Limited, a company incorporated in the BVI with limited liability and a wholly owned subsidiary of the Company
“Target Group”	the Target Company and its subsidiary
“%”	per cent

Unless otherwise specified in this circular, the exchange rate of S\$1.00 = HK\$5.80 has been adopted for translating S\$ into HK\$ in this circular.

LETTER FROM THE BOARD



Trendzon Holdings Group Limited
卓航控股集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1865)

Executive Directors:

Ms. Feng Jiamin (*Chairman*)
Mr. Michael Shi Guan Wah (*Chief executive officer*)
Mr. Fong Hang Fai
Mr. Lok Ka Ho
Ms. Liao Qinghua
Ms. Katsaya Wiriyachart

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Independent non-executive Directors:

Mr. Shek Jun Chong
Mr. Qiu Yue
Mr. Lui Kwun Yuen
Mr. Wu Kai Tang

Headquarters and principal place

of business in Hong Kong:
Suite 2108, Prudential Tower
The Gateway, Harbour City
Hong Kong

26 March 2024

To the Shareholders

Dear Sir or Madam,

**MAJOR TRANSACTION IN RELATION TO
THE DISPOSAL OF 22% EQUITY INTEREST
IN THE TARGET COMPANY
AND
NOTICE OF EGM**

INTRODUCTION

Reference is made to the announcement of the Company date 26 February 2024 in relation to the Disposal.

LETTER FROM THE BOARD

On 26 February 2024 (after trading hours), the Company and the Purchaser entered into the Sale and Purchase Agreement, pursuant to which the Company has conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire, the Sale Shares, representing 22% of the equity interest in the Target Company, at the consideration of S\$6.25 million (equivalent to approximately HK\$36.25 million). Upon Completion, the Target Company will remain as a subsidiary of the Company and will be owned by the Company and the Purchaser as to 78% and 22%, respectively.

The purpose of this circular is to provide you with, among other things, (i) further details of the Sale and Purchase Agreement and the Disposal; (ii) the financial information of the Group; (iii) other information as required under the Listing Rules; and (iv) a notice convening the EGM together with the proxy form.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are set out below:

Date: 26 February 2024 (after trading hours)

Parties: (i) the Company (as vendor); and
(ii) the Purchaser

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Purchaser is an Independent Third Party.

Subject matter: Under the Sale and Purchase Agreement, the Company conditionally agreed to sell, and the Purchaser conditionally agreed to purchase the Sale Shares, representing 22% of the equity interest in the Target Company, at the consideration of S\$6.25 million (equivalent to approximately HK\$36.25 million).

As at the Latest Practicable Date, the Target Company is a wholly-owned subsidiary of the Company. For further information on the Target Company, please refer to the section headed "Information of the Target Company".

LETTER FROM THE BOARD

Consideration and payment terms

The Consideration of S\$6.25 million (equivalent to approximately HK\$36.25 million) was determined after arm's length negotiation between the Company and the Purchaser on normal commercial terms and with reference to, (i) the financial performance and condition of the Target Group, in particular the unaudited net asset value of the Target Group as at 31 January 2024; and (ii) the reasons for and benefits of the Disposal as described under the section headed "Reasons for and benefits of the Disposal" below.

Pursuant to the Sale and Purchase Agreement, the Consideration will be settled by the Purchaser to the Company in cash in the following manner:

- (a) upon the signing of the Sale and Purchase Agreement, the Purchaser shall pay the Company a deposit of S\$1,650,000 (equivalent to approximately HK\$9.57 million); and
- (b) upon Completion, the Purchaser shall pay the Company the remaining balance of the Consideration of S\$4.6 million (equivalent to approximately HK\$26.68 million) within 15 Business Days after Completion.

Conditions precedent

Completion is conditional upon and subject to the fulfillment of the following conditions:

- (i) the clearance of all announcement(s) and circular(s) (if required) to be issued by the Company under the Listing Rules and all necessary approvals by the Shareholders (if necessary) in respect of the transactions contemplated under the Sale and Purchase Agreement having been obtained by way of a majority vote at a general meeting as required under the Listing Rules;
- (ii) the representations and warranties given by the Purchaser having remained true and accurate, and not misleading in all material respects immediately prior to Completion; and
- (iii) the representations and warranties given by the Company having remained true and accurate, and not misleading in all material respects immediately prior to Completion.

The Company may waive the condition precedent specified in (ii) above, at any time by notice in writing to the Purchaser.

The Purchaser may waive the condition precedent specified in (iii) above, at any time by notice in writing to the Company.

As at the Latest Practicable Date, none of the conditions precedent has been fulfilled.

LETTER FROM THE BOARD

If the conditions precedent specified shall not have been fulfilled (or waived in accordance) by 31 July 2024 or such later date as the Company and the Purchaser may agree in writing, the Sale and Purchase Agreement and everything therein contained shall, subject to the liability of any party to the others in respect of any breaches of the terms thereof, antecedent thereto, be null and void and of no effect.

Completion

Completion shall take place on the second Business Day after all the conditions precedent have been fulfilled or waived (where applicable) by the Purchaser or the Company (as the case may be) or at such other time as shall be mutually agreed in writing.

REASONS FOR AND BENEFITS OF THE DISPOSAL AND USE OF PROCEEDS

The gross proceeds from the Disposal is S\$6.25 million (equivalent to approximately HK\$36.25 million). The net proceeds from the Disposal after deducting related expenses is estimated to be approximately S\$6.20 million (equivalent to approximately HK\$35.96 million). The Company intends to apply the entire net proceeds for the repayment of the borrowings of the Group, including the interest incurred.

As at 31 January 2024, the Group recorded unaudited borrowings of approximately S\$29.3 million (equivalent to approximately HK\$169.9 million), amongst which, approximately S\$13.1 million (equivalent to approximately HK\$76.0 million) will fall due in the next twelve months after 31 January 2024 and the amount of borrowings overdue as at 31 January 2024 was approximately S\$6.4 million (equivalent to approximately HK\$37.1 million). The cash and cash equivalents available to the Group was approximately S\$5.3 million (equivalent to approximately HK\$30.7 million) and fixed deposits was approximately S\$3.1 million (equivalent to approximately HK\$18.0 million) as at 31 January 2024. Hence, the cash on hand of the Group is insufficient to fully repay the outstanding short-term borrowings while funding the daily operations of the Group.

Having considered the low level of cash on hand available to the Group, the Directors are of the view that the net proceeds from the Disposal could satisfy the funding needs of the Group in repaying its borrowings so as to improve the financial position of the Group. In addition, by repaying the borrowings, the Group could further reduce the future finance costs and relieve its financial burden with an aim to enhance the profitability of the Group as a whole.

Upon Completion, the Group will continue in engaging its core business in infrastructural pipeline construction and related engineering services in Singapore. The Directors are of the view that the Disposal will not result in any material adverse impact on the operation of the core business of the Group.

LETTER FROM THE BOARD

In view of the foregoing, the Directors (including the independent non-executive Directors) consider that the terms of the Sale and Purchase Agreement are on normal commercial terms after arm's length negotiation between the Company and the Purchaser and are fair and reasonable, and the Disposal is in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE PARTIES INVOLVED

The Company

The Company is an investment holding company. The Group is principally engaged in infrastructural pipeline construction and related engineering services mainly for gas, water, telecommunications and power industries services; provision of brokerage, placing and margin financing services; provision of engineering services; and trading of building materials.

The Target Company

As at the Latest Practicable Date, the Target Company is a company incorporated in the BVI with limited liability. It is a wholly-owned subsidiary of the Company and is an investment holding company. The Target Company directly owns 100% of the equity interest in a principal operating subsidiary of the Group, namely, HSC Pipeline Engineering Pte. Ltd., which is principally engaged in infrastructural pipeline construction and related engineering services mainly for gas, water, telecommunications and power industries services in Singapore. Certain key financial information of the Target Group as extracted from its unaudited consolidated management accounts for the two years ended 31 March 2022 and 2023, and for the ten months ended 31 January 2024 is set out below.

	For the year ended 31 March		For the ten months ended
	2022	2023	31 January
	S\$'000	S\$'000	2024
	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	46,368	59,749	45,151
	(equivalent to approximately HK\$268.9 million)	(equivalent to approximately HK\$346.5 million)	(equivalent to approximately HK\$261.9 million)
Net profit/(loss) before tax	2,819	1,795	(1,512)
	(equivalent to approximately HK\$16.4 million)	(equivalent to approximately HK\$10.4 million)	(equivalent to approximately HK\$8.8 million)

LETTER FROM THE BOARD

	For the year ended 31 March		For the ten months ended
	2022	2023	31 January
	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)
Net profit/(loss) after tax	2,247	943	(1,510)
	(equivalent to approximately HK\$13.0 million)	(equivalent to approximately HK\$5.5 million)	(equivalent to approximately HK\$8.8 million)

The unaudited profit after tax of the Target Group decreased from approximately S\$2.2 million (equivalent to approximately HK\$13.0 million) for the year ended 31 March 2022 to approximately S\$0.9 million (equivalent to approximately HK\$5.5 million) for the year ended 31 March 2023 mainly due to the reduction in gross profit of the Target Group driven by the additional cost recognised in the year ended 31 March 2023 for foreseeable losses relating to two water related pipeline projects, primarily attributable to unfavourable fluctuation in prices of materials from the time of project tendering. As there were no substantial constructions projects awarded to the Target Group for the ten months ended 31 January 2024, the Target Group recorded loss after tax of approximately S\$1.5 million (equivalent to approximately HK\$8.8 million) for the ten months ended 31 January 2024.

As at 31 March 2023, the unaudited consolidated net asset value of the Target Group was approximately S\$29.9 million (equivalent to approximately HK\$173.4 million) and the audited net asset value of HSC Pipeline Engineering Pte. Ltd. was approximately S\$29.9 million (equivalent to approximately HK\$173.4 million). The unaudited consolidated net asset value of the Target Group as at 31 January 2024 was approximately S\$28.4 million (equivalent to approximately HK\$164.7 million).

The Purchaser

The Purchaser is an individual who holds a law degree from the University of Nottingham and a Master of Science from King's College London. He is a successful entrepreneur with strong international business acumen and possesses extensive experiences in strategic investment and management. He is the founder and a director of an enterprise in providing private hire vehicle leasing services in Singapore. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Purchaser is an Independent Third Party.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries there is (and in the past twelve months, there has been) no loan arrangement between (a) the Purchaser and (b) the Company's connected person at the Company's level and/or connected person at the subsidiary level (to the extent that such subsidiaries are involved in the Disposal).

LETTER FROM THE BOARD

FINANCIAL IMPACT OF THE DISPOSAL

As at the Latest Practicable Date, the Target Company is a wholly-owned subsidiary of the Company. Upon Completion, the Target Company will be held as to 78% by the Company and 22% by the Purchaser. The Target Company will become a non-wholly owned subsidiary of the Company upon Completion. The results of operations and financial position of the Target Company will continue to be consolidated into the Group's consolidated financial statements. It is expected that the Disposal will not result in any material gain or loss in the Company's consolidated statement of profit or loss and other comprehensive income. Excluding any impact of transaction costs to be incurred, the Disposal is also not expected to have any material impact on the total asset and total liabilities of the Group. Shareholders and potential investors should note that the financial effects of the Disposal set out in this circular are for illustrative purpose only. The actual financial effect of the Disposal to be recorded by the Group is subject to the financial position of the Group as at the date of Completion.

IMPLICATIONS UNDER THE LISTING RULES

As the highest applicable percentage ratio in respect of the Disposal exceeds 25%, but less than 75%, the Disposal constitutes a major transaction of the Company pursuant to Rule 14.06(3) of the Listing Rules and is therefore subject to reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Company's knowledge, information and belief, none of the Directors have a material interest in the Sale and Purchase Agreement and the transactions contemplated thereunder, and none of them are required to abstain, or has abstained, from voting on the relevant board resolution to approve the same.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any material interest in the Disposal as contemplated under the Sale and Purchase Agreement. Therefore, none of the Shareholders and their associates is required to abstain from voting in the EGM to be convened by the Company for the approval of the Sale and Purchase Agreement and the transactions contemplated thereunder.

EGM

A notice convening the EGM to be held at Unit 1213, Floor 12, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Hong Kong on Monday, 15 April 2024 at 11:00 a.m. is set out on pages 20 to 22 of this circular for the Shareholders to consider and, if thought fit, to approve the Sale and Purchase Agreement and the transactions contemplated thereunder by way of ordinary resolution. The resolution approving the Sale and Purchase Agreement and the transactions contemplated thereunder will be conducted by way of a poll at the EGM.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company's website (<https://www.trendzon1865.com>). Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment of it, if you so wish.

The transfer books and register of members of the Company will be closed from Wednesday, 10 April 2024 to Monday, 15 April 2024, both days inclusive, during which period no share transfers can be registered. To be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 9 April 2024.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the terms of the Sale and Purchase Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to consider and, if thought fit, approve the Sale and Purchase Agreement and the transaction contemplated thereunder.

FURTHER INFORMATION

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

Completion is conditional upon the satisfaction of the conditions set out in the Sale and Purchase Agreement. Accordingly, the Disposal may or may not proceed. Shareholders and potential investors are therefore advised to exercise caution when dealing in the Shares.

Yours faithfully,
For and on behalf of the Board
Trendzon Holdings Group Limited
Feng Jiamin
Chairman

1. SUMMARY OF FINANCIAL INFORMATION

The audited consolidated financial statements of the Company for the three years ended 31 March 2023 and the unaudited consolidated financial statements of the Company for the six month ended 30 September 2023 have been set out in the following documents which have been published on the website of the Stock Exchange at <https://www.hkexnews.hk> and the Company's website at <https://www.trendzon1865.com/>:

- (i) for the year ended 31 March 2021, on pages 88 to 160 of the annual report of the Company for the year ended 31 March 2021 published on 28 July 2021 at <https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0728/2021072801511.pdf>;
- (ii) for the year ended 31 March 2022, on pages 56 to 138 of the annual report of the Company for the year ended 31 March 2022 published on 22 July 2022 at <https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0727/2022072700009.pdf>;
- (iii) for the year ended 31 March 2023, on pages 87 to 178 of the annual report of the Company for the year ended 31 March 2023 published on 28 July 2023 at <https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0728/2023072800552.pdf>; and
- (iv) for the six months ended 30 September 2023, on pages 87 to 178 of the interim report of the Company for the six months ended 30 September 2023 published on 28 July 2023 at <https://www1.hkexnews.hk/listedco/listconews/sehk/2023/1207/2023120700379.pdf>.

2. SUFFICIENCY OF WORKING CAPITAL

The Directors are of the opinion that, in the absence of unforeseeable circumstances, upon the completion of the Disposal and after taking into account the financial resources presently available to the Group, including internal resources, the cash flows to be generated from the operating activities, the net proceeds to be received from the Disposal and the existing credit facilities available, the Group has sufficient working capital for its present requirements for at least the next twelve months from the date of this circular.

3. INDEBTEDNESS STATEMENT

As at the close of business on 31 January 2024, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had total outstanding indebtedness as follows:

	At 31 January 2024
	<i>S\$'000</i>
Bank borrowings with interest – term loans (<i>note a</i>)	
Non-current, secured	4,265
Current, secured	<u>3,124</u>
Total bank borrowings – term loans	<u>7,389</u>
Bonds with interest (<i>note b</i>)	
Non-current, unsecured	8,396
Current, unsecured	<u>6,903</u>
Total bonds	<u>15,299</u>
Other borrowings with interest (<i>note c</i>)	
Non-current, unsecured	3,547
Current, unsecured	<u>3,058</u>
Total other borrowings	<u>6,605</u>
Lease liabilities (<i>note d</i>)	
Non-current, unsecured	3,413
Current, unsecured	<u>629</u>
Total lease liabilities	<u>4,042</u>
Total indebtedness	<u><u>33,335</u></u>

Notes:

- (a) As at 31 January 2024, the Group had outstanding secured bank borrowings of principal amount of approximately S\$7,380,000 and relevant interest of approximately S\$9,000. The principal was interest-bearing ranging from 1.68% to SORA in-advance plus 4 % per annum. Such loan is secured by leasehold properties, personal guarantee from a Director and corporate guarantee from the Company.

- (b) As at 31 January 2024, the Group had outstanding bonds of principal amount of approximately S\$14,600,000 and relevant interest of approximately S\$699,000. The unsecured bonds bore a fixed interest rate between 4.3% to 9% per annum.
- (c) As at 31 January 2024, the Group had outstanding unsecured other borrowings of principal amount of approximately S\$6,172,000 and relevant interest of approximately S\$433,000. The unsecured other borrowings bore a fixed interest rate between 3.2% to 24% per annum.
- (d) The Group entered into several lease agreements with lessors for leasing of leasehold land, offices and motor vehicles with lease terms ranging from 2 to 32 years. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes. The Group recognised right-of-use assets and lease liabilities for these leases. The average effective borrowing rate were approximately 1.6% to 5.25% per annum.

Save as aforesaid, and apart from intra-group liabilities and normal trade payable in the ordinary course of the business, as at the close of business on 31 January 2024, the Group did not have any outstanding mortgages, charges, debentures, debt securities or other loan capital, bank overdrafts or other similar indebtedness, finance lease or hire purchase commitments, liabilities under acceptance or acceptance credits, guarantees or other material contingent liabilities.

4. FINANCIAL AND TRADING PROSPECTS

The Group is principally engaged in the provision of infrastructural pipeline construction and related engineering services, mainly for gas, water, telecommunications and power industries services, provision of brokerage, placing and margin financing services, provision of engineering services and trading of building materials.

As at the Latest Practicable Date, the Group had one ongoing gas pipeline projects and nine ongoing water pipeline projects with an aggregate contract sum of approximately S\$114.7 million. The Group is in the course of integrating its infrastructural construction business and expanding the business into different markets across the world. Looking ahead, the Group will continue to focus on strengthening the market position in the construction industry and developing the Trendzon Diandian Science and Technology Innovation City's Industrial Park in PRC. The Group will continue to keep a close watch on the global economic trend and market situations to capture business opportunities in turn to achieve synergies and better operating results.

The Group is proactively exploring new business opportunities and deploy resources in different geographical locations in the world in order to identify markets with growth potential, so as to diversify the business development of the Group. The Group is of the opinion that the development of potential business represents a good opportunity for increasing the sources of revenue of the Group. The Group is well-positioned for the challenges and competition ahead, to carry out research to prepare for the development of different business and new business opportunities.

1. 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 Group. 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.

2. DISCLOSURE OF INTERESTS**Director or chief executive of the Company's interests and short positions in Shares, underlying Shares and debentures of the Company and its associated corporations**

As at the Latest Practicable Date, as was known to the Directors, none of the Directors or chief executive of the Company and their respective associates had interests or short positions in the shares, underlying shares and/or debentures (as the case may be) of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO), or (ii) were required to be recorded in the register maintained by the Company pursuant to Section 352 of the SFO or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of the Listed Issuers in Appendix 10 of the Listing Rules.

Substantial Shareholders' interests and short positions in Shares or underlying Shares

As at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company, the interests and short positions of the following persons (other than the Directors and the chief executive of the Company) in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept under section 336 of the SFO:

Name of shareholder	Nature of interest	Number of Shares held	Approximate percentage of the Company's issued Shares
Zhongbei Capital Co., Limited (中北資本有限公司)	Beneficial owner	138,000,000 (L)	9.74%
Yao Jijia ^(Note 1)	Interest in the controlled corporation	138,000,000 (L)	9.74%

Notes:

(L): denotes long position

(1) Ms. Yao Jijia held 138,000,000 Shares through Zhongbei Capital Co., Limited (中北資本有限公司), a company incorporated in Hong Kong with limited liability and is wholly-owned by Ms. Yao Jijia.

So far as was known to the Directors, none of the Directors was a director or an employee of a company which had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as at the Latest Practicable Date.

Directors' interest in any asset acquired, disposed or leased

As at the Latest Practicable Date, none of the Directors has any interest, direct or indirect, in any assets which have been, since 31 March 2023 (being the date to which the latest published audited financial statements of the Company were made up) acquired or disposed of by or leased to any members of the Group, or which are proposed to be acquired or disposed of by or leased to any members of the Group.

Directors' service contracts

As at the Latest Practicable Date, none of the Directors has entered into a service contract with the Company that cannot be terminated by the Company within one year without payment of compensation (other than statutory compensation).

Directors' interest in contracts and competing interests

As at the Latest Practicable Date, there is no contract or arrangement entered into by any member of the Group subsisting at the date of this circular in which any Directors is materially interested and which is significant to the business of the Group.

3. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries are engaged in any litigation or arbitration of material importance and, so far as the Directors are aware, no litigation or arbitration of material importance is pending or threatened against the Group

4. MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading positions of the Group since 31 March 2023, the date to which the latest published audited consolidated financial statements of the Company were made up.

5. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) had been entered into by members of the Group within the two years immediately preceding the date of this circular and which are or may be material to the Group:

- (i) two subscription agreements both dated 16 May 2022 entered into between the Company and two subscribers (namely Zhongbei Capital Co., Limited (中北資本有限公司) and Shanghai Heri Investment Company Limited* (上海赫日投資有限公司)) in respect of the allotment and issuance of a total of 184,000,000 new Shares to the subscribers at the subscription price of HK\$0.475 per Share for a total gross proceeds of approximately HK\$87.4 million;
- (ii) the sale and purchase agreement dated 9 May 2023 entered into between Trendzon (Guangzhou) Construction Investment Company Limited* (卓航(廣州)建設投資有限公司)(an indirect wholly-owned subsidiary of the Company) as the purchase and Mr. Wang Tinghui as the vendor in relation to the acquisition of the entire issued share capital of Zhongshan Jiantaiying Electric Appliance Manufacturing Co., Ltd.* (中山市堅泰盈電器製造有限公司) for a maximum consideration of RMB8 million (subject to adjustments);

- (iii) five subscription agreements all dated 1 June 2023 entered into between the Company and five subscribers (namely Shenzhen Nipu Technology Limited* (深圳市尼普科技有限公司), Xiaolu Technology (Zhongshan) Limited* (曉鹿科技(中山)有限公司), Zhongshan Guanwei Pipe Manufacturing Limited* (中山市管威管材製造有限公司), Zhongshan Anfeng Trading Limited* (中山市安帆貿易有限公司) and Beijing Zhonghai Xintu Technology Limited* (北京中海新圖科技有限公司)) in respect of the allotment and issuance of a total of 220,800,000 new Shares to the subscribers at the subscription price of HK\$0.43 per Share for a total gross proceeds of approximately HK\$94.9 million;
- (iv) the sale and purchase agreement dated 11 July 2023 entered into between Trendzon Industrial Limited (an indirect wholly-owned subsidiary of the Company) as the purchaser and Zhejiang Taiguang Construction Technology Co., Ltd* (浙江台廣建築科技有限公司) as the vendor in relation to the acquisition of 51% equity interest of Zhejiang Taiding Construction Co., Ltd.* (浙江台鼎建設有限公司) for a consideration of RMB5.1 million (subject to adjustments);
- (v) the sale and purchase agreement dated 26 January 2024 entered into between (a) the Company as vendor and (b) Mr. Mao Le, Ms. Feng Qiuhe and Ms. Ding Xiameng as purchasers in relation to the acquisition of the entire issued share capital of Jumbo Harvest Group Limited at a consideration of HK\$9.25 million; and
- (vi) the Sale and Purchase Agreement.

6. COMPETING INTERESTS

None of the Directors and their respective close associates were interested in any business apart from the Group's business which competed or was likely to compete, either directly or indirectly, with the business of the Group as at the Latest Practicable Date.

7. MISCELLANEOUS

- (i) The registered office of the Company is situated Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (ii) The Company's principal place of business in Hong Kong is situated at Suite 2108, Prudential Tower, The Gateway, Harbour City, Hong Kong.
- (iii) The Company's principal place of business in Singapore is situated at 38 Senoko Road, Singapore 758110.
- (iv) The company secretary of the Company is Mr. Lee Lap Keung. Mr. Lee Lap Keung is a certified public accountant of The Hong Kong Institute of Certified Public Accountants.

- (v) The authorised representatives of the Company are Ms. Feng Jiamin and Mr. Lee Lap Keung.
- (vi) The Company's principal share registrar and transfer office in Cayman Islands is Conyers Trust Company (Cayman) Limited, situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (vii) The Company's branch share registrar and transfer office in Hong Kong is Union Registrars Limited, situated at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.
- (viii) This circular has been printed in English and Chinese; in the event of inconsistency, the English version shall prevail.

8. DOCUMENT ON DISPLAY

Copies of the following documents will be published on the Stock Exchange website (<http://www.hkexnews.hk>) and the Company's website (<https://www.trendzon1865.com/>) up to and including the date which is 14 days from the date of this circular:

- (a) the Sale and Purchase Agreement; and
- (b) this circular.

* *For identification purpose only*

NOTICE OF EGM



卓航控股集團

Trendzon Holdings Group Limited

Trendzon Holdings Group Limited

卓航控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1865)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Trendzon Holdings Group Limited (the “**Company**”) will be held at Unit 1213, Floor 12, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Hong Kong on Monday, 15 April 2024 at 11:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (i) the disposal by the Company of 22% of the equity interests in Integral Virtue Limited to Mr. Tan Tze Loong (the “**Purchaser**”) at a total consideration of S\$6.25 million (equivalent to approximately HK\$36.25 million) pursuant to the sale and purchase agreement dated 26 February 2024 entered into between the Company and the Purchaser (the “**Sale and Purchase Agreement**”) and all transactions contemplated under the Sale and Purchase Agreement be and are hereby ratified, confirmed and approved; and

NOTICE OF EGM

- (ii) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, execute, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as they may in their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to or otherwise in connection with, incidental or ancillary to the Sale and Purchase Agreement referred to in paragraph (i) above and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company and its shareholders.”

Yours faithfully,
For and on behalf of the Board
Trendzon Holdings Group Limited
Feng Jiamin
Chairman

Hong Kong, 26 March 2024

Notes:

- (i) All resolutions at the EGM will be taken by poll (except where the chairman 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 Listing Rules.
- (ii) A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. On a poll, votes may be given either personally or by proxy.
- (iii) In the case of joint holders, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) A form of proxy for use at the EGM is enclosed. In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 11:00 a.m. on Saturday, 13 April 2024) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or any adjournment.

NOTICE OF EGM

- (v) The transfer books and register of members of the Company will be closed from Wednesday, 10 April 2024 to Monday, 15 April 2024, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong but in any event not later than 4:00 p.m. on Tuesday, 9 April 2024.

- (vi) If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 8:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the respective websites of the Stock Exchange and the Company to notify shareholders of the Company of the date, time and place of the rescheduled meeting.