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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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**Zhong Jia Guo Xin Holdings Company Limited**  
**中加國信控股股份有限公司**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 899)**

**PROPOSED GENERAL MANDATES TO ISSUE  
AND BUY BACK SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting (the “AGM”) of Zhong Jia Guo Xin Holdings Company Limited to be held at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Wednesday, 28 August 2024 at 11:00 a.m. at which the above proposals will be considered is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you are able to attend the AGM, please complete and return the form of proxy as instructed as soon as possible and in any event by 11:00 a.m. (Hong Kong Time) on Monday, 26 August 2024 or not less than 48 hours before the time appointed for holding the meeting to the branch share registrar of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM and at any adjournment thereof if you so wish.

26 July 2024

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company for the year ended 31 March 2024 to be held on Wednesday, 28 August 2024 at 11:00 a.m. at Units 1302-3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise all the powers of the Company to buy back Shares in the manner as set out in the notice of the AGM and this circular
“Bye-laws”	the existing bye-laws of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“close associates”	having the meaning as ascribed in the Listing Rules
“Company”	Zhong Jia Guo Xin Holdings Company Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Directors”	the directors 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

## DEFINITIONS

“Latest Practicable Date”	22 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	holder(s) of issued Shares
“Share(s)”	ordinary shares of HK\$0.1 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with the Shares (including any sale or transfer of Treasury Shares out of treasury) in the manner as set out in the notice of the AGM and this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholders”	having the meaning ascribed in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules which came into effect on 11 June 2024, as amended and supplemented from time to time

**Zhong Jia Guo Xin Holdings Company Limited**  
**中加國信控股股份有限公司**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 899)**

*Executive Directors:*

Ms. Ouyang Yanling (*Chairman*)  
Mr. Li Yuguo  
Mr. Liu Yan Chee James (*Chief Executive Officer*)  
Mr. Li Xiaoming  
Ms. Wen Junyi

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Non-executive Directors:*

Mr. Yang Xiaoqiang (*Vice Chairman*)  
Mr. Huang Yilin  
Mr. Chen Dong Yao

*Principal place of business*

*in Hong Kong:*  
Room 2601, 26/F,  
West Tower, Shun Tak Centre,  
168-200 Connaught Road Central,  
Sheung Wan, Hong Kong

*Independent Non-executive Directors:*

Mr. Ba Junyu  
Mr. So Ting Kong  
Mr. Wong Sung  
Mr. Xu Xingge

26 July 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE  
AND BUY BACK SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**A. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for the proposed (i) granting of the Share Issue Mandate, the Buy-back Mandate and the extension of the Share Issue Mandate; and (ii) re-election of the Directors who are required to retire by rotation. This circular contains the explanatory statement in compliance with the Listing Rules and to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions at the AGM.

## LETTER FROM THE BOARD

### **B. PROPOSED GENERAL MANDATES TO BUY BACK AND ISSUE SHARES**

An ordinary resolution will be proposed at the AGM to grant the Directors the Buy-back Mandate to exercise all powers of the Company to buy back Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the resolution approving the Buy-back Mandate (excluding any Treasury Shares).

An explanatory statement as required by the Listing Rules to provide all relevant information relating to the proposed Buy-back Mandate is set out in Appendix I to this circular. The information in the explanatory statement is provided to you with 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 Buy-back Mandate.

An ordinary resolution will also be proposed at the AGM to grant the Directors the Share Issue Mandate to allot, issue and deal with new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the resolution approving the Share Issue Mandate (excluding any Treasury Shares).

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,313,763,360 Shares. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued (including any sale or transfer of Treasury Shares out of treasury) pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 262,752,672 Shares.

If the Buy-back Mandate and the Share Issue Mandate are approved at the AGM, an ordinary resolution will be proposed at the AGM to authorise that any Shares repurchased pursuant to the Buy-back Mandate will be added to the total number of new Shares which may be allotted and issued and Treasury Shares which may be transferred under the Share Issue Mandate.

The Buy-back Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate will, if granted, remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; or (iii) the date on which the authority given to the Directors by the relevant resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

## LETTER FROM THE BOARD

### C. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Bye-Laws 83(2) and 84(1), Ms. Ouyang Yanling, Mr. Liu Yan Chee James, Ms. Wen Junyi, Mr. Chen Dong Yao, Mr. Yang Xiaoqiang, Mr. So Ting Kong, Mr. Wong Sung and Mr. Xu Xingge will retire at the AGM, and, being eligible, offer themselves for re-election as Directors at the AGM.

Mr. So Ting Kong, Mr. Wong Sung and Mr. Xu Xingge, being independent non-executive Directors eligible for re-election at the AGM, have provided their annual written confirmations of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr. So Ting Kong, Mr. Wong Sung and Mr. Xu Xingge meet the independence guidelines as set out in Rule 3.13 of the Listing Rules and are regarded as independent in accordance with the terms of the guidelines.

Set out below are the biographical details of Ms. Ouyang Yanling, Mr. Liu Yan Chee James, Ms. Wen Junyi, Mr. Chen Dong Yao, Mr. Yang Xiaoqiang, Mr. So Ting Kong, Mr. Wong Sung and Mr. Xu Xingge (collectively, the “**Retiring Directors**”):

#### (a) Ouyang Yanling, an executive director

Ms. Ouyang Yanling, aged 40, has been an Executive Director of the Company since 23 February 2024 and the Chairman of the Board since 2 April 2024.

Ms. Ouyang has more than 10 years of experience in graphite mining industry management since 2013.

Ms. Ouyang was an investment consultant at Hunan Wanhe Graphite Technology Co., Ltd.\* (湖南萬合石墨科技有限公司) from 2013 to 2018. Ms. Ouyang then served as a supervisor at Hunan Zhongjia Graphite Co., Ltd.\* (湖南中加石墨股份有限公司) from around October 2018 to November 2021. Since 16 September 2020, she has been a director of Sino Plus Graphite Holdings Co., Ltd (中加石墨控股股份有限公司). From 26 June 2023 onwards, she has been a director of Zhongjiaxincai Holdings Co., Ltd (中加新材控股股份有限公司). Furthermore, since 15 June 2023, she has been a director of Yongming Investment Holdings Limited (永名投資控股有限公司), which is an indirect non wholly-owned subsidiary of the Company; and since 8 June 2023, she has been a director of Yonyin Investment Holdings Limited (永亦投資控股有限公司), which is an indirect wholly-owned subsidiary of the Company.

\* For identification purposes only

## LETTER FROM THE BOARD

Ms. Ouyang is mainly responsible for advising the aforesaid companies' business development matters. Her responsibilities include overseeing the business operations and development of the aforesaid companies, mergers and acquisitions of mining companies, project consulting, production, operation and investment plans, and other related work.

Ms. Ouyang completed a 5-year college degree from Yueyang Vocational and Technical College (岳陽職業技術學院) in June 2004 and obtained a college degree.

A letter of appointment has been entered into between the Company and Ms. Ouyang. She is not appointed for a specific term except that she is subject to retirement and re-election in accordance with the Bye-laws. She is entitled to a monthly director's fee of HK\$5,000 which is recommended by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities and the prevailing market conditions.

Ms. Ouyang did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

**(b) Liu Yan Chee James, an executive director**

Mr. Liu Yan Chee James, aged 54, has been an Executive Director of the Company since 26 April 2017 and the Chief Executive Officer of the Company since 1 August 2018.

He has over 20 years of experience in finance and accounting. He was (i) an executive director of Future Bright Mining Holdings Limited ("**Future Bright**"), a company listed on the Main Board of the Stock Exchange (Stock Code: 2212), from 9 August 2019 to 30 September 2023 and the chief executive officer of Future Bright from 26 October 2018 to 16 June 2020; (ii) an executive director of Mindtell Technology Limited, a company listed on GEM of the Stock Exchange (Stock Code: 8611), from 8 March 2018 to 8 June 2023 and (iii) an independent non-executive director of Luen Wong Group Holdings Limited, a company listed on GEM of the Stock Exchange (Stock Code: 8217), from March 2016 to December 2017.



## LETTER FROM THE BOARD

In February 1994, he graduated from Dalhousie University in Canada with a Bachelor of Commerce.

Mr. Liu was criticised by the Listing Committee of the Stock Exchange on 20 January 2020 in relation to his breach of Rule 3.08(f) of the Listing Rules, and his obligations under the Declaration and Undertaking with regards to Directors given by him to the Stock Exchange, in discharging his fiduciary duties as an executive director of the Company with sufficient skill, care and diligence of a director as may reasonably be expected of a person of his knowledge and experience and holding his office. For details, please refer to the announcement of the Company dated 23 January 2020.

A letter of appointment has been entered into between the Company and Mr. Liu. He is not appointed for a specific term except that he is subject to retirement and re-election in accordance with the Bye-laws. He is entitled to a monthly director's fee of HK\$50,000 which is recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Liu had personal interests in 13,650,000 Shares within the meaning of Part XV of the SFO, representing approximately 1.04% of the entire issued share capital of the Company.

### **(c) Wen Junyi, an executive director**

Ms. Wen Junyi (溫鈞貽), aged 28, has been an Executive Director of the Company since 12 June 2024.

Ms. Wen acted as the Assistant of the Chief Executive Officer of Beijing Dongfang Xinzhou Trading Co., Ltd\* (北京東方新洲商貿有限公司) from August 2020 to November 2022. Subsequently, during the period between January 2023 and March 2024, Ms. Wen acted as the Deputy General Manager at Beijing HongXin HongYe Trading Co., Limited\* (北京宏信弘業經貿有限公司).

Ms. Wen graduated from Beijing Jiaotong University Haibin College\* (北京交通大學海濱學院大學) with a Bachelor of Arts in Environmental Design degree\* (環境設計) in 2020.

\* For identification purposes only

## LETTER FROM THE BOARD

A letter of appointment has been entered into between the Company and Ms. Wen. She is not appointed for a specific term except that she is subject to retirement and re-election in accordance with the Bye-laws. She is entitled to a monthly director's fee of HK\$30,000 which is recommended by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities and the prevailing market conditions.

Ms. Wen did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

**(d) Chen Dong Yao, a non-executive director**

Mr. Chen Dong Yao, aged 36, has been a Non-executive Director of the Company since 23 February 2024.

Mr. Chen has more than 9 years of experience in graphite mining industry management since 2014.

Mr. Chen has been a deputy general manager of Hunan Wanhe Graphite Technology Co., Ltd.\* (湖南萬合石墨科技有限公司) since 2014 and has been a director of Sino Plus Graphite Holdings Co., Ltd (中加石墨控股股份有限公司) from 22 November 2021. He was mainly responsible for advising business development matters.

Since 2014, Mr. Chen has been participating in the management of the aforesaid companies. He is primarily responsible for formulating the development objectives and corporate direction. He has also participated in the planning, project management, investment analysis, risk assessment, and feasibility analysis for various mergers, acquisitions, and restructuring projects of mining companies or relevant companies.

Mr. Chen graduated with a degree of Bachelor of Arts from York University in Canada in 2011.

\* For identification purposes only

## LETTER FROM THE BOARD

A letter of appointment has been entered into between the Company and Mr. Chen, pursuant to which he was appointed for a term of three years commencing from 23 February 2024 and subject to retirement and re-election in accordance with the Bye-laws. He is entitled to a monthly director's fee of HK\$5,000 which is recommended by the remuneration committee of the Company and determined by the Board with reference to his qualification, duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chen was interested in 30% of the issued shares in Creation Financial Group Limited (創世金融集團有限公司), which had interests in 187,680,000 Shares within the meaning of Part XV of the SFO, representing approximately 14.29% of the entire issued share capital of the Company and held 26.9% of the issued shares in Yongming Investment Holdings Limited (永名投資控股有限公司), an indirect non wholly-owned subsidiary of the Group.

**(e) Yang Xiaoqiang, a non-executive director**

Mr. Yang Xiaoqiang, aged 53, has been a Non-executive Director and the Vice Chairman of the Company since 13 September 2018.

Mr. Yang was a non-executive director of Future Bright (Stock Code: 2212) from 19 September 2018 to 21 December 2020 and was an executive director of Future Bright from 22 December 2020 to 31 March 2024. He was the vice chairman of the board of directors of Future Bright from 19 September 2018 to 31 March 2024.

Mr. Yang has been appointed as director and general manager of Shenyang Tairong Property Development Company Limited\* (瀋陽泰榮房地產開發有限公司) since September 2010. He held similar positions in other companies for more than 20 years.

Mr. Yang obtained a bachelor's degree in industrial automation from the Shenyang Mechanical Engineering University\* (瀋陽機械工業大學) in 1994 and obtained a master degree in civil and commercial laws from Shenyang Normal University in 2001.

\* For identification purposes only

## LETTER FROM THE BOARD

A letter of appointment has been entered into between the Company and Mr. Yang, pursuant to which he was appointed for a term of three years commencing from 28 September 2022 and subject to retirement and re-election in accordance with the Bye-laws. He is entitled to a monthly director's fee of HK\$16,000 which is recommended by the remuneration committee of the Company and determined by the Board with reference to his qualification, duties and responsibilities and the prevailing market conditions.

Mr. Yang did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

**(f) So Ting Kong, an independent non-executive director**

Mr. So Ting Kong, aged 37, has been an Independent Non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company since 22 May 2024.

Mr. So is a certified public accountant with 8 years of experience in financial management and regulatory compliance. He is an independent advisor since October 2022, and specializes in providing expert advisory services to SFC licensed corporations, focusing on regulatory compliance, risk management, and strategic financial planning. Prior to this role, Mr. So was an accounting manager at Silverbricks Securities Company Limited from July 2020 to September 2022 and was a financial controller at Gransing Securities Co., Limited from June 2015 to July 2020, where he managed the accounting department, implemented internal controls, collaborated with external auditors for regulatory audits, and led the financial reporting processes. Mr. So worked at Kreston CAC CPA Limited from September 2011 to May 2015 and at Cheng & Cheng Limited from July 2008 to July 2011, where he conducted financial audits and prepared audit reports for various clients. He was an independent non-executive director of Kafelaku Coffee Holding Limited (Stock Code: 1869) from November 2023 to June 2024.

Mr. So became a member of the Institute of Chartered Accountants in England and Wales in 2021, a member of the Hong Kong Institute of Certified Public Accountants in 2015 and a member of the Hong Kong Institute of Accredited Accounting Technicians in 2010.

## LETTER FROM THE BOARD

A letter of appointment has been entered into between the Company and Mr. So, pursuant to which he was appointed for a term of three years commencing from 22 May 2024 and subject to retirement and re-election in accordance with the Bye-laws. He is entitled to a monthly director's fee of HK\$13,000 which is recommended by the remuneration committee of the Company and determined by the Board with reference to his qualification, duties and responsibilities and the prevailing market conditions.

Mr. So did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

**(g) Wong Sung, an independent non-executive director**

Mr. Wong Sung, aged 42, has been an Independent Non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company since 22 May 2024.

From 2007 to 2023, Mr. Wong served as the marketing director at Wai May Fur And Fashion Company Limited (唯美皮草時裝有限公司). From 2023 onwards, he has served as the marketing director at Dongguan Min Gang Industrial Investment Co, Ltd.\* (東莞閩港實業投資有限公司).

Mr. Wong obtained a Bachelor of Business (Administration) degree from Central Queensland University in 2007.

\* For identification purposes only

## LETTER FROM THE BOARD

A letter of appointment has been entered into between the Company and Mr. Wong, pursuant to which he was appointed for a term of three years commencing from 22 May 2024 and subject to retirement and re-election in accordance with the Bye-laws. He is entitled to a monthly director's fee of HK\$13,000 which is recommended by the remuneration committee of the Company and determined by the Board with reference to his qualification, duties and responsibilities and the prevailing market conditions.

Mr. Wong did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

**(h) Xu Xingge, an independent non-executive director**

Mr. Xu Xingge, aged 40, has been an Independent Non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company since 22 May 2024.

During the period between June 2005 and October 2009, Mr. Xu joined Tianjin Swarovski Wedding Photography\* (天津施華洛婚禮攝影) as the chief photographer and art director. After that, during the period between November 2009 and April 2018, he worked at Tianjin Aishang Gediao Wedding Photography\* (天津愛尚格調婚禮攝影) as the art director. Since May 2018, Mr. Xu has been the deputy general manager at Tianjin Chenning Property Management Co., Ltd\* (天津辰寧物業管理有限公司).

Mr. Xu graduated from Benxi Vocational and Technical College\* (本溪市職業技術學院) in 2003.

\* For identification purposes only

## LETTER FROM THE BOARD

A letter of appointment has been entered into between the Company and Mr. Xu, pursuant to which he was appointed for a term of three years commencing from 22 May 2024 and subject to retirement and re-election in accordance with the Bye-laws. He is entitled to a monthly director's fee of HK\$13,000 which is recommended by the remuneration committee of the Company and determined by the Board with reference to his qualification, duties and responsibilities and the prevailing market conditions.

Mr. Xu did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, each of the Retiring Directors does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company (as defined in the Listing Rules).

Save as disclosed above, there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with the re-election of each of the Retiring Directors.

### **D. GENERAL INFORMATION**

The notice of the AGM is set out on pages AGM-1 to AGM-5 of this circular. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy and return it to the branch share registrar of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong in accordance with the instructions printed thereon by 11:00 a.m. (Hong Kong time) on Monday, 26 August 2024 or not less than 48 hours before the time appointed for holding the AGM. The return of the proxy form will not preclude you from attending and voting at the AGM and at any adjournment thereof in person if you so wish.

## LETTER FROM THE BOARD

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

### **E. 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.

### **F. VOTING BY POLL**

Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the resolutions proposed at the AGM will also be taken by poll. A poll results announcement will be published by the Company after the AGM in accordance with Rules 13.39(5) and 13.39(5A) of the Listing Rules.

### **G. RECOMMENDATIONS**

The Directors consider that the proposed (i) granting of the Share Issue Mandate, the Buy-back Mandate and the extension of the Share Issue Mandate; and (ii) re-election of Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

**Zhong Jia Guo Xin Holdings Company Limited**

**Ouyang Yanling**

*Chairman*



*This Appendix serves as an explanatory statement given to all the Shareholders, as required by the Listing Rules, to provide requisite information of the Buy-back Mandate.*

## **1. LISTING RULES FOR BUY-BACK OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their fully-paid shares subject to certain restrictions, the more important of which are summarised below:

### **(a) Share capital**

Under the Buy-back Mandate, the number of Shares that the Company may buy back shall not exceed 10% of the total number of Shares in issue at the date of the passing of the relevant resolution granting the Buy-back Mandate (excluding any Treasury Shares). The Company's authority is restricted to purchase in accordance with the Listing Rules. As at the Latest Practicable Date, there were in issue an aggregate of 1,313,763,360 Shares. Exercise in full of the Buy-back Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the AGM, would accordingly result in up to 131,376,336 Shares being repurchased by the Company. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such buy-back.

### **(b) Reasons for the proposed Buy-back Mandate**

The Directors have no present intention to buy back any Shares but consider that the Buy-back Mandate will provide the Company the flexibility to make such buy-back when appropriate and is beneficial to the Company. Such buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share. As compared with the financial position of the Company as at 31 March 2024 (being the date of its latest audited accounts), the Directors consider that there would be material adverse impact on the working capital and on the gearing position of the Company in the event that the Buy-back Mandate is exercised in full at any time during the proposed buy-back period. In the circumstances, the Directors do not propose to exercise the Buy-back Mandate to such an extent that would have a material adverse impact on the working capital or gearing ratio of the Company.

**(c) Funding of buy-back**

Buy-back of the Shares will be funded out of the funds legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the applicable laws of Bermuda.

**(d) Directors, their close associates and connected persons**

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their close associates has any present intention, in the event that the proposed Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Buy-back Mandate is granted.

**(e) Undertaking of the Directors**

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-back of Shares pursuant to the Buy-back Mandate in the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

**(f) Effect of the Takeovers Code**

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the register of the Substantial Shareholders maintained by the Company pursuant to Section 336 under Part XV of the SFO showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name of Shareholders	Notes	Number of Shares held	Approximate percentage of the shareholding as at the Latest Practicable Date	Approximate percentage of the shareholding if the Buy-back Mandate is exercised in full
Yao Jigen	(2)	252,973,800 (Long Position)	19.26%	21.40%
Full Tenda Development Limited	(2)	243,273,800 (Long Position)	18.52%	20.57%
Lam Pik Lam	(3)	133,921,000	10.19%	11.33%
Green Deer Holdings Limited	(3)	133,921,000	10.19%	11.33%
Liang Shulian		100,190,000	7.63%	8.47%

*Notes:*

1. The percentages calculated are based on the total number of issued Shares of 1,313,763,360 Shares as at the Latest Practicable Date.
2. Yao Jigen personally held 9,700,000 Shares and Full Tenda Development Limited, a company wholly and beneficially owned by Yao Jigen, held 243,273,800 Shares. The total number of Shares beneficially owned by Yao Jigen was 252,973,800 Shares.
3. These Shares were held by Green Deer Holdings Limited, which is wholly and beneficially owned by Lam Pik Lam.

In the event that the Directors shall exercise in full the Buy-back Mandate and assuming that no Shares are issued or repurchased between the Latest Practicable Date and the date of buy-back, the total interests of the above Substantial Shareholders would be increased to approximately the respective percentages shown in the last column above and such increases would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

**(g) Treasury Shares**

With effect from 11 June 2024, the Listing Rules has been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of Treasury Shares. If the Company repurchases Shares pursuant to the Buy-back Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such buy-back of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 4A of the notice of the AGM and made in accordance with the Listing Rules and applicable laws and regulations of Bermuda.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares, which may include the Company not (or procure its broker not to) giving any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS.

**2. SHARE BUY-BACK MADE BY THE COMPANY**

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

**3. SHARE PRICES**

During each of the previous 12 months, the highest and lowest trading prices for Shares on the Stock Exchange were as follows:

<b>Month</b>	<b>Per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
July	0.102	0.088
August	0.230	0.094
September	0.130	0.115
October	0.115	0.089
November	0.095	0.076
December	0.100	0.083
<b>2024</b>		
January	0.125	0.100
February	0.115	0.087
March	0.115	0.091
April	0.120	0.095
May	0.151	0.092
June	0.145	0.120
July (up to the Latest Practicable Date)	0.130	0.086

**4. CONFIRMATION OF NO UNUSUAL FEATURES**

The Board confirms that neither this explanatory statement nor the Buy-back Mandate has any unusual features.

## NOTICE OF ANNUAL GENERAL MEETING

# Zhong Jia Guo Xin Holdings Company Limited 中加國信控股股份有限公司

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 899)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Zhong Jia Guo Xin Holdings Company Limited (the “Company”) for the year ended 31 March 2024 will be held at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Wednesday, 28 August 2024 at 11:00 a.m. to transact the following businesses:

### ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements and the reports of the Directors and auditors for the year ended 31 March 2024;
2.
  - A. to re-elect Ms. Ouyang Yanling as Executive Director;
  - B. to re-elect Mr. Liu Yan Chee James as Executive Director;
  - C. to re-elect Ms. Wen Junyi as Executive Director;
  - D. to re-elect Mr. Chen Dong Yao as Non-executive Director;
  - E. to re-elect Mr. Yang Xiaoqiang as Non-executive Director;
  - F. to re-elect Mr. So Ting Kong as Independent Non-executive Director;
  - G. to re-elect Mr. Wong Sung as Independent Non-executive Director;
  - H. to re-elect Mr. Xu Xingge as Independent Non-executive Director; and
  - I. to authorise the board of Directors to fix the remunerations of the Directors.
3. to re-appoint Lau & Au Yeung C.P.A. Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

## NOTICE OF ANNUAL GENERAL MEETING

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

A. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of shares of the Company allotted, issued and dealt with and the number of treasury shares transferred or agreed conditionally or unconditionally to be allotted, issued, dealt with and transfer (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the total number of shares of the Company in issue at the date of passing of this Resolution (excluding any treasury shares), and the said approval shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (the “**Bye-laws**”) or any applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.)”

B. “**THAT**:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to buyback its own shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable rules, laws and requirements, be and is hereby generally and unconditionally approved;



## NOTICE OF ANNUAL GENERAL MEETING

- (b) the number of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this Resolution (excluding any treasury shares), and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
- C. “**THAT** conditional upon Resolutions 4A and 4B set out above being passed, the authority of the directors of the Company pursuant to resolution 4A be and is hereby approved to extend to cover such number representing the number of the shares of the Company repurchased pursuant to the authority granted pursuant to resolution 4B.”

## NOTICE OF ANNUAL GENERAL MEETING

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

By order of the board of Directors  
**Zhong Jia Guo Xin Holdings Company Limited**  
**Ouyang Yanling**  
*Chairman*

Hong Kong, 26 July 2024

*Notes:*

1. Any member entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall 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 an officer or attorney or other person duly authorised.
3. In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 23 August 2024 to Wednesday, 28 August 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM (or at any adjournment thereof), all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration no later than 4:30 p.m. (Hong Kong Time) on Thursday, 22 August 2024.
5. In order to be valid, a form of proxy and the 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 branch share registrar of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong by 11:00 a.m. (Hong Kong Time) on Monday, 26 August 2024 or not less than 48 hours before the time for holding the AGM or any adjourned meeting.
6. Delivery of the form of proxy will not preclude a member from attending and voting in person at the AGM convened and in such event, the form of proxy shall be deemed to be revoked.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of the Company at [www.zhongjiagx.com](http://www.zhongjiagx.com) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.