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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **ZHUHAI HOLDINGS INVESTMENT GROUP LIMITED** (the “Company”), you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected from transmission to the purchaser or transferee.

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**ZHUHAI HOLDINGS INVESTMENT GROUP LIMITED**  
**珠海控股投資集團有限公司**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 00908)**

**GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an Annual General Meeting of the Company to be held at Oasis Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 25 May 2018 at 2:15 p.m. is set out on pages 18 to 21 of this circular. A form of proxy for use at the Annual General Meeting is enclosed herein. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.0908.hk](http://www.0908.hk)).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 2:15 p.m. on Wednesday, 23 May 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

24 April 2018

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
1. Introduction .....	3
2. General Mandates to Repurchase Shares and Issue New Shares .....	4
3. Re-election of the Retiring Directors .....	4
4. Annual General Meeting and Proxy Arrangement .....	6
5. Recommendation .....	7
6. General Information .....	7
 <b>Appendix I – Explanatory Statement on the Share Buy-back Mandate</b> ..	 8
 <b>Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting</b> .....	 11
 <b>Notice of Annual General Meeting</b> .....	 18

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## DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Oasis Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 25 May 2018 at 2:15 p.m. or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 21 of this circular;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company adopted by a written resolution passed by the sole member of the Company on 30 April 1998 and further amended on 29 October 2004, 28 October 2005 and 27 October 2006 respectively which is currently in force;
“Company”	Zhuhai Holdings Investment Group Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	17 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“PRC”	the People’s Republic of China;

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Buy-back Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Share Option Scheme”	the Share Option Scheme adopted by the Company on 28 May 2012;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Future Commission in Hong Kong, as amended from time to time; and
“%”	per cent.

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LETTER FROM THE BOARD

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**ZHUHAI HOLDINGS INVESTMENT GROUP LIMITED**

**珠海控股投資集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 00908)**

*Executive Directors:*

Huang Xin (*Chairman*)

Jin Tao

Ye Yuhong

Li Wenjun

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Non-executive Directors:*

Datuk Wira Lim Hock Guan

*(Lim Seng Lee as his alternate)*

Kwok Hoi Hing

*Principal Place of Business in*

*Hong Kong:*

Units 3709-10, 37/F West Tower

Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan

Hong Kong

*Independent non-executive Directors:*

Hui Chiu Chung

Chu Yu Lin, David

Albert Ho

Wang Yijiang

*Alternate Director:*

Lim Seng Lee (*alternate to*

*Datuk Wira Lim Hock Guan*)

24 April 2018

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES  
AND ISSUE NEW SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting relating to (i) the approval of the granting of the Share Buy-back Mandate and the Issuance Mandate to the Directors; and (ii) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

At the annual general meeting of the Company held on 26 May 2017, the general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares. Such mandates will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to repurchase Shares and to issue new Shares if and when appropriate, the ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors as follows:

- (a) to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing such ordinary resolution at the Annual General Meeting (“Share Buy-back Mandate”);
- (b) to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing such ordinary resolution at the Annual General Meeting (“Issuance Mandate”); and
- (c) to extend the Issuance Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate.

The Share Buy-back Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in ordinary resolutions nos. 5 and 6 set out in the notice of the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company was HK\$142,779,717.40 comprising 1,427,797,174 Shares of HK\$0.10 each and subject to the passing of the ordinary resolution to approve the Issuance Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company would be allowed under the Issuance Mandate to issue up to a maximum of 285,559,434 new Shares representing 20% of the total number of issued shares of the Company as at the date of passing such ordinary resolution.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the resolution regarding the granting of the Share Buy-back Mandate. The explanatory statement, as required by the Listing Rules in connection with the Share Buy-back Mandate, is set out in Appendix I to this circular.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate and to issue any new Shares pursuant to the Issuance Mandate.

### 3. RE-ELECTION OF THE RETIRING DIRECTORS

The directors of the Company, including the executive directors, non-executive directors and independent non-executive directors, are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-Laws.

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## LETTER FROM THE BOARD

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In accordance with Bye-Law 111(A) of the Bye-Laws, Mr. Li Wenjun, Datuk Wira Lim Hock Guan, Mr. Wang Yijiang and Mr. Chu Yu Lin, David, directors of the Company, shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with the code provision A.4.3 as set out in Appendix 14 of the Listing Rules, as Mr. Chu Yu Lin, David (“Mr. Chu”), as an independent non-executive director (“INED”) of the Company, has served on the Board for more than 9 years, his further re-election as INED of the Company shall be subject to a separate resolution to be approved by Shareholders.

Mr. Chu has served the Company as an INED since 1998, however the Board considers that he continues to be independent and is able to carry out his duties as an INED for the following reasons:

- (a) Mr. Chu has confirmed his independence to the Company in respect of each of the factors set out in Rule 3.13 of the Listing Rules;
- (b) Mr. Chu has demonstrated his continued independent judgement which contributes positively to the development of the Company’s strategy and policies;
- (c) Since the listing of the Company on the main board of The Stock Exchange of Hong Kong Limited in 1998, Mr. Chu has not and does not have any executive or management role or functions in the Company and its subsidiaries, nor has he been employed by any member of the Company;
- (d) Mr. Chu does not receive any remuneration from the Company apart from Director’s fees and does not participate in the Group’s staff incentive plan or pension scheme;
- (e) Mr. Chu does not receive any remuneration from a third party in relationship to his directorship;
- (f) Mr. Chu does not have any financial, business, family or other material relationships with the Group, its management, advisers and business;
- (g) Mr. Chu does not hold any cross directorships or other significant links with other directors through involvement with other companies;
- (h) Mr. Chu holds less than 1% of the issued share capital of the Company;
- (i) Mr. Chu does not serve as a director or employee of a significant competitor of the Group;

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## LETTER FROM THE BOARD

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- (j) Mr. Chu has over 30 years of working experience from his career with a number of sizeable international corporations who possesses sufficient knowledge of, but not limited to, finance and business. With his long and upstanding working and educational background, the Board believes that he is able to exercise his independent judgement and draw upon his experience and knowledge for the benefit of the Company and its Shareholders as a whole, in particular, the independent shareholders; and
- (k) After due and careful consideration, the Company's nomination committee considers Mr. Chu suitably independent to carry out his duties as an INED notwithstanding his years of services as an INED of the Company.

Based on the above reasons, the Board believes that Mr. Chu is still independent and should be re-elected and his re-elections as INED are in the best interests of the Company and the Shareholders as a whole.

Details of the retiring Directors are set out in Appendix II to this circular.

#### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 18 to 21 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Share Buy-back Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Share Buy-back Mandate and the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to the Bye-Law 73 of the Bye-Laws. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed together with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.0908.hk](http://www.0908.hk)) respectively. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited the same, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 2:15 p.m. on Wednesday, 23 May 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjourned meeting thereof should you so wish.



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## LETTER FROM THE BOARD

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### 5. RECOMMENDATION

The Directors consider that the proposed granting of the Share Buy-back Mandate, the granting and extension of the Issuance Mandate and the re-election of the retiring Directors are all in the best interests of the Company and the Group as well as the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Share Buy-back Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
By Order of the Board  
**Huang Xin**  
*Chairman*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

### **1. REASONS FOR REPURCHASES**

The Directors believe that the granting of Share Buy-back Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,427,797,174 Shares.

Subject to the passing of the ordinary resolution to approve the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorised under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a maximum of 142,779,717 Shares, representing 10% of the total number of issued Shares of the Company as at the date of the Annual General Meeting.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares under the Share Buy-back Mandate, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-Laws, the Listing Rules, the laws of Bermuda and any other applicable laws.

### **4. IMPACT OF REPURCHASES**

In the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed repurchase period there might be a material adverse impact on the working capital or gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2017. However, the Directors do not intend to exercise the Share Buy-back Mandate to such an extent.

**5. MARKET PRICES OF SHARES**

The highest and lowest market prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Share Price (per share)</b>	
	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
<b>2017</b>		
May	1.2200	1.1300
June	1.2200	1.1400
July	1.2400	1.1200
August	1.1800	1.1100
September	1.3800	1.1000
October	1.2400	1.1300
November	1.1800	1.1100
December	1.1900	1.0600
<b>2018</b>		
January	1.2200	1.1300
February	1.1800	1.0600
March	1.1200	0.9200
April (up to the Latest Practicable Date)	1.0700	0.9700

**6. GENERAL**

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-Laws.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Zhuhai Jiuzhou Holdings Group Company Limited ("ZJ Holdings"), the substantial shareholder of the Company (as defined in the Listing Rules), was interested in 587,700,000 Shares representing approximately 41.16% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of ZJ Holdings would be increased to approximately 45.73% of the issued share capital of the Company.

The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**8. SHARE REPURCHASES MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company and the Group (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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*Stated below are the details of the following Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting according to the Bye-Laws:*

**Mr. Li Wenjun (“Mr. Li”), aged 52, executive Director**

***(i) Positions held with the Company and other members of the Group***

Mr. Li was appointed as an executive Director in July 2009. He is currently also the deputy general manager of Zhuhai Jiuzhou Holdings Group Co., Ltd. (珠海九洲控股集團有限公司), a substantial shareholder of the Company. He was the managing director of both The New Yuanming Palace Tourist Co., Ltd. of Zhuhai S.E.Z. (珠海經濟特區圓明新園旅遊有限公司) and 珠海市水上娛樂有限公司, the subsidiaries of the Company, from April 2012 to October 2015.

***(ii) Experience including other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments and professional qualifications***

Mr. Li has worked for China Ship Industrial Material South China Co., Zhuhai Commission for Economic Restructuring, Zhuhai Economic and Trade Bureau, Zhuhai State-owned Assets Operation and Administration Bureau, Zhuhai State-owned Assets Supervision and Administration Commission and Zhuhai Xinhe Transportation Group Co., Ltd. as secretary to general manager, deputy division head, division head, deputy chief economist, director and deputy general manager. He holds a postgraduate in Logistics Management of Huazhong University of Science and Technology and has over 28 years experience in administrative management, economic management and financial securities.

Save as disclosed above, Mr. Li did not hold any directorship in other listed public companies in the last three years.

***(iii) Length or proposed length of services with the Company***

Mr. Li has entered into an appointment letter with the Company for a term of three years commencing from 22 July 2015 in respect of his appointment and he is subject to retirement by rotation and be eligible for re-election at the Annual General Meeting in accordance with the Bye-laws of the Company.

***(iv) Relationships with any Directors, senior management or substantial or controlling shareholders of the Company***

Save as disclosed above, Mr. Li does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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*(v) Interest in shares of the Company within the meaning of Part XV of the SFO*

As at the Latest Practicable Date, Mr. Li was not interested in shares in the Company within the meaning of Part XV of the SFO.

*(vi) Director's emoluments and the basis of determining the director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director has or does not have a service contract) and how much of these emoluments are covered by a service contract*

Currently, Mr. Li is not entitled to any director's emolument.

*(vii) Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Li to be disclosed pursuant to any of the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

**Datuk Wira Lim Hock Guan, ("Datuk Wira Lim"), aged 56, non-executive Director**

*(i) Positions held with the Company and other members of the Group*

Datuk Wira Lim was appointed as a non-executive Director effective from 12 August 2013.

*(ii) Experience including other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments and professional qualifications*

Datuk Wira Lim has been an executive director of LBS Bina Group Berhad ("LBS"), a public company listed on the main board of Bursa Malaysia Securities Berhad, since 6 December 2001. He is sitting on the board of several LBS group of subsidiaries, including Dragon Hill Corporation Limited and Intellplace Holdings Limited ("LBS Group"); and he is also a director of Gaterich Sdn Bhd (a substantial shareholder of the LBS Group). Datuk Wira Lim holds a Bachelor of Science Civil Engineering from the Tennessee Technology University, USA and started his career as a Civil Engineer upon his graduation. Datuk Wira Lim has more than 26 years of extensive experience in the field of property development, operations and construction. He is in charge of the LBS Group's projects in Klang Valley, Malaysia and is one of the major driving forces behind the LBS Group's successful implementation of the projects in the Klang Valley, Malaysia. He also sits on the risk management committee and the ESOS committee of LBS. Datuk Wira Lim was appointed as a non-executive director of ML Global Berhad, a public company listed on the main board of Bursa Malaysia Securities Berhad, on

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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1 August 2014 and was re-designated as an executive director on 5 July 2016. He is also active in community works and has involved in several non-profit-making organisations. He is the President of Persatuan Hokkien Sungai Way, President of Selangor Petaling Business & Industry Association, Vice President of Malaysia-Guangdong Chamber of Investment Promotion, Vice President of The Malaysian Chamber of Commerce in Guangdong, China, Committee of Rumah Berhala Leng Tien Keong, Kajang, Committee of Sungai Way Old Folks Homes, Committee of Selangor & Kuala Lumpur Lim Clansmen Association, Committee of The Council of Justice of The Peace of Selangor, Committee of The Malaysia Japan Economic Associations (MAJECA) and Committee of Melaka and Guangdong Investment Committee. He is also a qualified sharpshooter from National Rifle Association, Washington D.C..

Save as disclosed above, Datuk Wira Lim did not hold any directorship in other listed public companies in the last three years.

***(iii) Length or proposed length of services with the Company***

Datuk Wira Lim has entered into a letter of appointment with the Company, but he is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Bye-laws of the Company and applicable rules and laws.

***(iv) Relationships with any Directors, senior management or substantial or controlling shareholders of the Company***

Datuk Wira Lim is a director of Dragon Hill Corporation Limited (“Dragon Hill”), a substantial shareholder of the Company, holding 142,603,909 Shares, in which Intellplace Holdings Limited (“IHL”), LBS, Gaterich Sdn Bhd (“Gaterich”) and Dato’ Sri Lim Hock San were deemed to be interested by virtue of the SFO because (i) Dragon Hill is 100% owned by IHL which in turn is wholly-owned by LBS; (ii) LBS is 54.49% owned by Gaterich; and (iii) Gaterich is 50% owned by Dato’ Sri Lim Hock San. Datuk Wira Lim is a brother of Dato’ Sri Lim Hock San and also a director of IHL, LBS and Gaterich. Mr. Wong Kok Ching (vice president of the Company) is the nephew of Datuk Wira Lim.

Save as disclosed above, Datuk Wira Lim does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

***(v) Interest in shares of the Company within the meaning of Part XV of the SFO***

As at the Latest Practicable Date, Datuk Wira Lim was not interested in shares in the Company within the meaning of Part XV of the SFO.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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*(vi) Director’s emoluments and the basis of determining the director’s emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director has or does not have a service contract) and how much of these emoluments are covered by a service contract*

For the year ended 31 December 2017, Datuk Wira Lim received a director’s emoluments of HK\$200,000 from the Company, as determined by the Board with reference to his duties and responsibilities assumed and the prevailing market conditions.

*(vii) Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Datuk Wira Lim to be disclosed pursuant to any of the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Datuk Wira Lim that need to be brought to the attention of the Shareholders.

**Mr. Wang Yijiang (“Mr. Wang”), aged 64, independent non-executive Director**

*(i) Positions held with the Company and other members of the Group*

Mr. Wang appointed as an independent non-executive Director of the Company effective from 14 August 2015. He is also a member of the nomination committee of the Company.

*(ii) Experience including other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments and professional qualifications*

Mr. Wang holds a doctorate degree of philosophy in economics at Harvard University. He is currently a professor of economics and human resources management and an associate dean of Cheung Kong Graduate School of Management at Beijing in charge of Shenzhen Campus. He is also a member of editorial board at China Economic Review, an advisor of business strategy at credit card centre of Citics Bank, a member of academic committee at Sun Ye-Fang Prize of Economics, a director of VATS Alcohol Chain Shops, an advisor of economic development at Chong Qing Municipal Government, Overseas Association, an overseas advisor of Hunan Provincial Association of Overseas Scholars, an academic advisor of National Center of Fiscal and Tax Policy Research at Tsinghua University, Beijing, a senior researcher of Center of Fiscal Studies at Peking University, a fellow of Center of China in the World Economy at Tsinghua University, a senior fellow of National Centre of Economic Research of Faculty of Economics and Management at Tsinghua University, a permanent fellow of Chinese Economists’ Society in North America, professor emeritus of University of Minnesota. Mr. Wang has over 35 years of academic experience in economics and human resources management. Mr. Wang is (i) an independent director of Zhong Qing Bao, also known as 深圳中青寶互動網絡股份有限公司 (Shenzhen ZQGame Co. Ltd.), (Stock Code: 300052), a



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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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company listed on the Shenzhen Stock Exchange; and (ii) a non-executive director of Zhejiang Red Dragonfly Footwear Co. Ltd. (stock code: 603116), a company listed on the Shanghai Stock Exchange. Mr. Wang is also (i) an independent non-executive director of TCL Multimedia Technology Holdings Limited (stock code: 1070), a listed company in Hong Kong; and (ii) an independent non-executive director of China VAST Industrial Urban Development Company Limited (stock code: 6166), a listed company in Hong Kong. During July 2007 to November 2013, Mr. Wang was also an independent director of 北京清新環境技術股份有限公司 (Beijing SPC Environment Protection Tech Co., Ltd.) (formerly known as 北京國電清新環保技術股份有限公司 (Beijing SPC Environment Protection Tech Co., Ltd.)), (stock code: 002573), a company listed on the Shenzhen Stock Exchange in April 2011. During November 2012 to June 2017, Mr. Wang was also an independent director of Hua Tu Education, also known as 北京華圖宏陽教育文化發展股份有限公司 (Beijing Huatu Hongyang Education & Culture Corp., Ltd.), (stock code: 830858), a company listed on the National Equities Exchange and Quotations System (“NEEQ”) in the People’s Republic of China (NEEQ is also commonly known as 新三板 (The New Third Board)). During July 2010 to July 2017, he was also a director of Xuzhou Construction Machinery Corporation, also known as 徐工集團工程機械股份有限公司 (XCMG Construction Machinery Co., Ltd.), (stock code: 000425), a company listed on the Shenzhen Stock Exchange.

Save as disclosed above, Mr. Wang did not hold any directorship in other listed public companies in the last three years.

***(iii) Length or proposed length of services with the Company***

Mr. Wang has entered into an appointment letter with the Company for a term of three years commencing from 14 August 2015 in respect of his appointment and he is subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Bye-laws of the Company.

***(iv) Relationships with any Directors, senior management or substantial or controlling shareholders of the Company***

Save as disclosed above, Mr. Wang does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

***(v) Interest in shares of the Company within the meaning of Part XV of the SFO***

As at the Latest Practicable Date, Mr. Wang was not interested in shares in the Company within the meaning of Part XV of the SFO.

***(vi) Director’s emoluments and the basis of determining the director’s emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director has or does not have a service contract) and how much of these emoluments are covered by a service contract***

For the year ended 31 December 2017, Mr. Wang received a director’s emoluments of HK\$200,000 from the Company, as determined by the Board with reference to his duties and responsibilities assumed and the prevailing market conditions.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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*(vii) Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Wang to be disclosed pursuant to any of the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

**Mr. Chu Yu Lin, David (“Mr. Chu”), aged 74, independent non-executive Director**

*(i) Positions held with the Company and other members of the Group*

Mr. Chu joined the Company as an independent non-executive Director in April 1998. He is also a member of the audit committee, the remuneration committee and the nomination committee of the Company.

*(ii) Experience including other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments and professional qualifications*

Mr. Chu received his Master of Business Administration degree from Harvard University after degrees in electrical engineering and management at Northeastern University and was awarded an honorary Doctor of Public Service degree from Northeastern University. Prior to joining the Group, he had worked in a number of sizeable international corporations such as Bank of America, General Electric Co., and Jardine Matheson & Company Limited. Mr. Chu is a Justice of the Peace of the Hong Kong Special Administrative Region. He is also an independent non-executive director of Chuang’s China Investments Limited (Stock Code: 298), AVIC International Holding (HK) Limited (Stock Code: 232) and Chuang’s Consortium International Limited (Stock Code: 367) whose shares are listed on The Stock Exchange of Hong Kong Limited.

*(iii) Length or proposed length of services with the Company*

Mr. Chu has entered into a service contract with the Company but there is no specified length of services in respect of his appointment as an independent non-executive Director. He is also subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Bye-laws of the Company.

*(iv) Relationships with any Directors, senior management or substantial or controlling shareholders of the Company*

Save as disclosed above, Mr. Chu does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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*(v) Interest in shares of the Company within the meaning of Part XV of the SFO*

As at the Latest Practicable Date, Mr. Chu was interested in 2,700,000 shares, representing 0.19% of the issued capital in the Company within the meaning of Part XV of the SFO.

*(vi) Director's emoluments and the basis of determining the director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director has or does not have a service contract) and how much of these emoluments are covered by a service contract*

For the year ended 31 December 2017, Mr. Chu received a director's emoluments of HK\$200,000 from the Company, as determined by the Board with reference to his duties and responsibilities assumed and the prevailing market conditions.

*(vii) Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Chu to be disclosed pursuant to any of the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chu that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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# ZHUHAI HOLDINGS INVESTMENT GROUP LIMITED

## 珠海控股投資集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 00908)**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Zhuhai Holdings Investment Group Limited (the “**Company**”) will be held at Oasis Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 25 May 2018 at 2:15 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2017;
2. To declare a final dividend of HK2 cents per share for the year ended 31 December 2017;
- 3(a). To re-elect Mr. Li Wenjun as executive director;
- 3(b). To re-elect Datuk Wira Lim Hock Guan as non-executive director;
- 3(c). To re-elect Mr. Wang Yijiang as independent non-executive director;
- 3(d). To re-elect Mr. Chu Yu Lin, David as independent non-executive director;
- 3(e). To fix the maximum number of directors;
- 3(f). To authorise the board of directors to appoint additional directors not exceeding the maximum number determined;
- 3(g). To authorise the board of directors to fix the directors’ remuneration;
4. To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors to fix the auditors’ remuneration; and
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, rules and regulations;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the total number of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the approval in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
  - (c) for the purpose 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 laws to be held; and
    - (iii) the date on which the authority set out in this resolution is revoked or varied by ordinary resolution of the shareholders in general meeting.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company,

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## NOTICE OF ANNUAL GENERAL MEETING

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shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(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 or any applicable laws 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 in general meeting.

**“Right Issue”** means an offer of shares 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 exclusions 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting, the general mandate referred to in the resolution set out in item 6 of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution.”

By Order of the Board  
**Huang Xin**  
*Chairman*

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## NOTICE OF ANNUAL GENERAL MEETING

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*As at the date of this notice, the directors of the Company are Mr. Huang Xin, Mr. Jin Tao, Mr. Ye Yuhong and Mr. Li Wenjun as executive Directors; Datuk Wira Lim Hock Guan (Mr. Lim Seng Lee as his alternate) and Mr. Kwok Hoi Hing as non-executive Directors; and Mr. Hui Chiu Chung, Mr. Chu Yu Lin, David, Mr. Albert Ho and Mr. Wang Yijiang as independent non-executive Directors.*

Hong Kong, 24 April 2018

*Notes:*

- (1) All resolutions at the meeting will be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.0908.hk](http://www.0908.hk)) respectively in accordance with the Listing Rules.
- (2) Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. Every member present in person or by proxy, shall have one vote for every shares of which he/she is the holder.
- (3) In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority or other authority, must be deposited at the office of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 2:15 p.m. on Wednesday, 23 May 2018) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof should he so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 23 May 2018 to Friday, 25 May 2018 (both dates inclusive) during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 21 May 2018.  
  
For determining the entitlement to the proposed final dividend for the year ended 31 December 2017, the register of members of the Company will be closed from Friday, 1 June 2018 to Tuesday, 5 June 2018 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend for the year ended 31 December 2017, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 31 May 2018.
- (5) The meeting will be conducted in Chinese and no translation will be provided.
- (6) References to time and dates in this notice are Hong Kong time and dates.