
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Zhenro Properties Group Limited (the “**Company**”), you should at once hand this circular, together with the form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**CHANGE OF AUDITORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at Building 7, Hongqiao Zhenro Center, 666 Shenhong Road, Minhang District, Shanghai, the People’s Republic of China on Friday, 15 August 2025 at 4:00 p.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the EGM is published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.zhenrodc.com). If you intend to appoint proxy(ies) to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. 4:00 p.m. on Wednesday, 13 August 2025) or not less than 48 hours before the time appointed for the holding of any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the EGM if you so wish.

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DEFINITIONS

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

“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	Zhenro Properties Group Limited, a company incorporated in the Cayman Islands as an exempted company with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 6158)
“Director(s)”	the director(s) of the Company
“EY”	Ernst & Young
“EGM”	the extraordinary general meeting of the Company to be held at Building 7, Hongqiao Zhenro Center, 666 Shenhong Road, Minhang District, Shanghai, the People’s Republic of China on Friday, 15 August 2025 at 4:00 p.m.
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of US\$0.00001 each of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollar, the lawful currency of the United States of America
“Zhonghui”	ZHONGHUI ANDA CPA Limited

LETTER FROM THE BOARD

zhenro 正榮地產

Zhenro Properties Group Limited

正榮地產集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6158)

Executive Directors:

Mr. Chan King Tak (*Chairman of the Board*)

Mr. Jin Mingjie

Independent non-executive Directors:

Mr. Wang Chuanxu

Mr. Xie Jun

Ms. Yang Yongyi

Registered office:

190 Elgin Avenue

George Town

Grand Cayman

KY1-9008, Cayman Islands

*Principal place of business
in Hong Kong:*

40/F

Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

29 July 2025

To the Shareholders

Dear Sir or Madam,

CHANGE OF AUDITORS

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the ordinary resolution to be proposed at the EGM relating to the proposed appointment of Zhonghui as the new auditors of the Company.

CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 21 July 2025.

LETTER FROM THE BOARD

The Board resolved to propose the appointment of Zhonghui as the new auditors of the Company to fill the casual vacancy following the resignation of EY and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders. The Board considers the appointment of Zhonghui as the new auditors of the Company is in the interests of the Company and its Shareholders as a whole.

In assessing the appointment of Zhonghui as the auditors of the Company, the Audit Committee has considered a number of factors, including but not limited to (i) the service experience, fees, industry knowledge and technical competence of Zhonghui in handling audit work for companies listed on the Stock Exchange; (ii) its independence and objectivity; (iii) its market reputation; (iv) its resources and capabilities, including manpower and time; (v) the Guideline for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors issued by the Accounting and Financial Reporting Council (“AFRC”); and (vi) the Guidance Notes on Change of Auditors issued by the AFRC.

EGM

The notice convening the EGM is set out on pages 5 to 6 of this circular. An ordinary resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the proposed appointment of Zhonghui as the new auditors of the Company. Given that no Shareholder is considered as having a material interest in the ordinary resolution to be proposed at the EGM, no Shareholder is required to abstain from voting at the EGM for the relevant ordinary resolution.

A form of proxy for the EGM is also enclosed with this circular. Shareholders who intend to appoint a proxy to attend the EGM shall complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meeting thereof should they so wish and in such event, the instrument appointing a proxy shall be deemed revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, all vote of the Shareholders at the EGM will be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 12 August 2025 to Friday, 15 August 2025, both days inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong,

LETTER FROM THE BOARD

Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 11 August 2025. The record date for the attending and voting at the EGM is Friday, 15 August 2025.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that the appointment of Zhonghui as the new auditors of the Company is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the ordinary resolution set out in the notice of the EGM.

By order of the Board
Zhenro Properties Group Limited
Chan King Tak
Chairman of the Board

NOTICE OF EGM

zhenro 正榮地產
Zhenro Properties Group Limited
正榮地產集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6158)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of Zhenro Properties Group Limited (the “**Company**”) will be held at Building 7, Hongqiao Zhenro Center, 666 Shenhong Road, Minhang District, Shanghai, the People’s Republic of China on Friday, 15 August 2025 at 4:00 p.m. to consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

1. To consider and approve the proposed appointment of ZHONGHUI ANDA CPA Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the board of directors of the Company to fix their remuneration.

By order of the Board
Zhenro Properties Group Limited
Chan King Tak
Chairman of the Board

Hong Kong, 29 July 2025

Notes:

- (i) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or not less than 48 hours before the time appointed for the holding of any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

NOTICE OF EGM

- (iv) For determining the entitlement of shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 12 August 2025 to Friday, 15 August 2025, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 11 August 2025. The record date for the attending and voting at the EGM is Friday, 15 August 2025.

As at the date of this notice, the executive directors of the Company are Mr. Chan King Tak and Mr. Jin Mingjie, and the independent non-executive directors of the Company are Mr. Wang Chuanxu, Mr. Xie Jun and Ms. Yang Yongyi.