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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a 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 form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for 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)

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

A notice convening an Annual General Meeting of the Company to be held at Units 3709–10, 37/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 29 June 2021 at 2:15 p.m. is set out on pages 15 to 18 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) and the Company (www.0908.hk).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:15 p.m. on Sunday, 27 June 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

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

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting of the Company:

- (1) Compulsory temperature screening/checks
- (2) Submission of Health Declaration Form
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks
- (5) No distribution of corporate gift

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the venue of Annual General Meeting.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Annual General Meeting in person.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

29 April 2021

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Units 3709–10, 37/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 29 June 2021 at 2:15 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof
“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, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“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”	a general mandate proposed to be granted to the Directors 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 of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Latest Practicable Date”	20 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China

DEFINITIONS

“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”	a general mandate proposed to be granted to the Directors 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 of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“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 Futures Commission as amended from time to time
“%”	per cent.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing 2019 novel coronavirus disease (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staffs and other stakeholders from the risk of infection:

1. All attendees will be required to undergo a temperature check and sign a health declaration form before entering the venue of Annual General Meeting.
2. Any person with a body temperature of over 37.3 degrees Celsius will not be permitted to attend the Annual General Meeting. Persons exhibiting flu-like symptoms may also be refused admittance at the Company's discretion.
3. Any person, irrespective of nationality, who has been to France, Germany, Italy, Spain, Iran, Republic of Korea, Japan, ASEAN countries, Switzerland, United Kingdom and Mainland China in the 14-day period prior to the Annual General Meeting and/or such other countries or time periods as may be required or recommended by any government agencies from time to time, will not be permitted to attend the Annual General Meeting.
4. All attendees are required to wear surgical face masks inside the venue of Annual General Meeting at all times, and to maintain a safe distance between seats.
5. No corporate gift will be distributed and no refreshment will be served.

Attendees who do not comply with the precautionary measures referred to above 1 to 4 may be denied entry to the venue of Annual General Meeting, at the absolute discretion of the Company as permitted by laws or the bye-laws of the Company.

Shareholders who are feeling unwell or have been placed on leave of absence on the date of the Annual General Meeting are advised not to attend the Annual General Meeting.

Shareholders who prefer not to attend or are restricted from attending the Annual General Meeting, may still vote by proxy and are advised to take note of the last date and time for the lodgment of the Proxy Form.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to Shareholders and others attending the Annual General Meeting and to comply with any requirements or recommendations of any government agencies from time to time.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.

The Annual General Meeting will commence sharply at 2:15 p.m., and Shareholders are encouraged to arrive at the venue of Annual General Meeting at least half an hour prior to the meeting commencement time to avoid delays from precautionary measures mentioned above in the registration process.

LETTER FROM THE BOARD

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:

Mr. Zeng Jianping (*Chairman*)
Mr. Jin Tao (*Chief Executive Officer*)
Mr. Ye Yuhong
Mr. Li Wenjun

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Director:

Mr. Zou Chaoyong

*Head office and 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:

Mr. Hui Chiu Chung
Mr. Chu Yu Lin, David
Mr. Albert Ho
Mr. Wang Yijiang

29 April 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
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 re-election of the retiring Directors; and (ii) the granting of the Share Buy-back Mandate and the Issuance Mandate to the Directors.

2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Bye-law 111(A) of the Bye-laws, Mr. Li Wenjun, Mr. Jin Tao and Mr. Zou Chaoyong 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.

LETTER FROM THE BOARD

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 29 June 2020, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors 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 of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 142,779,717 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting).

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 granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 29 June 2020, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors 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 of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 285,559,434 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular.

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. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.0908.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:15 p.m. on Sunday, 27 June 2021) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

6. RECOMMENDATION

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

Yours faithfully,
By Order of the Board
Zhuhai Holdings Investment Group Limited
Zeng Jianping
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Li Wenjun (“Mr. Li”) aged 55, Executive Director

Position and Experience

Mr. Li Wenjun was appointed as an executive Director in July 2009. He is currently also the deputy general manager of ZJ Holdings. 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 Zhuhai Water Entertainment Company Limited* (珠海市水上娛樂有限公司), the subsidiaries of the Company, until October 2015. He served as the chairman of the board of directors and legal representative of Zhuhai Jiuzhou Construction Investment Holdings Co., Ltd.* (珠海九洲建設投資控股有限公司) until 21 November 2019, which is a subsidiary of ZJ Holdings and is engaged in tourism and cultural project development and operation; real estate project development, sales, leasing, parking services, property management; project investment and development, construction materials, mechanical and electrical equipment installation, import and export of goods; organisation of cultural, exhibition exchange activities, project management services. He also served as deputy chairman of Zhuhai Jiuzhou Travel Transport Co., Ltd.* (珠海市九洲旅遊運輸有限公司), deputy chairman of Haiwei Tourism Co., Ltd.* (海威旅遊有限公司), deputy chairman of Macau Zhuhai Tourism Development Co., Ltd.* (澳門珠海旅遊發展有限公司) and deputy chairman of Guangdong Haiwei Direct Passenger Transport Co., Ltd.* (廣東海威直通客運有限公司) until 2019. 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.* (珠海信禾運輸集團有限公司) 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 31 years of experience in administrative management, economic management and financial securities.

Save as disclosed above, Mr. Li has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Li has entered into a service contract with the Company for a term of three years commencing from 22 July 2018 in relation to his appointment as an executive director, 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.

* For identification purpose only

Relationships

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.

Interests in Shares

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.

Director's emoluments

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

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (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.

(2) Mr. Jin Tao (“Mr. Jin”) aged 57, Executive Director***Position and Experience***

Mr. Jin Tao was appointed as an executive Director in January 2012 and as the chief executive officer of the Company on 8 April 2020. Mr. Jin was promoted as the director and general manager of ZJ Holdings effective from 12 December 2017. Mr. Jin was previously an executive director of the Company from September 2002 to July 2009. He served as the chairman of the board of directors and legal representative of Zhuhai High-speed Passenger Ferry Co., Ltd.* (珠海高速客輪有限公司), a non wholly-owned subsidiary of the Company, until 1 July 2019; he also served as the chairman of the board of directors and legal representative of Zhuhai Jiuzhou Cruises Co., Ltd.* (珠海市九洲郵輪有限公司) until 1 July 2015; and the chairman of the board of directors and legal representative of Zhuhai Jiuzhou Tourism Development Co., Ltd.* (珠海九洲旅遊開發有限公司) until October 2012. He also served as the chairman of the board of directors and legal representative of Zhuhai Tianzhi Development Property Co., Ltd.* (珠海天志發展置業有限公司) (“Zhuhai Tianzhi Company”) until 28 June 2019, which is an associate of ZJ Holdings, and is engaged in sales and development of property, golf course, tourism and recreational entertainment projects. He also worked as secretary of the board of directors, manager of the Operation Development Department, chief engineer, and deputy general manager in ZJ Holdings, and as director, general manager and legal representative in Zhuhai Dahengqin Investment Co., Ltd. (珠海大橫琴投資有限公司) (“ZDIC”). In the past, Mr. Jin also worked in Liyang Machinery Co., Ltd.* (黎陽機械有限公司) under the Ministry of Aviation of the People's Republic of China, the Electrical & Mechanical

General Factory of Zhuhai, Gongbei Industrial General Corporation of Zhuhai Special Economic Zone, and ZDIC. In July 2020, Mr. Jin was appointed as the president of Zhuhai Tourism Federation* (珠海市旅遊總會). He is a non-executive committee member of the Zhuhai Municipal City Planning Committee. Mr. Jin holds a master degree in aircraft engineering from Northwestern Industrial University and is qualified as a senior engineer. He has over 34 years of experience in enterprise management, shipping management and maintenance, tourism management and project investment, technological development, loan, capital operation and acquisition.

Length of service

Mr. Jin has entered into a service contract with the Company for a term of three years commencing from 8 April 2020 in relation to his appointment as an executive director and a chief executive officer, 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.

Relationships

Save as disclosed above, Mr. Jin 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.

Interests in Shares

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

Director's emoluments

Currently, Mr. Jin is not entitled to any director's emoluments.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Jin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Jin that need to be brought to the attention of the Shareholders.

(3) Mr. Zou Chaoyong (“Mr. Zou”) aged 43, Non-Executive Director***Position and Experience***

Mr. Zou Chaoyong was appointed as a non-executive Director of the Company on 28 May 2018. Mr. Zou was awarded a bachelor’s degree in accounting from Central University of Finance and Economics (中央財經大學), the People’s Republic of China, and he was awarded the qualification of senior accountant (高級會計師). He is currently a director and the financial controller of Zhuhai Jiuzhou Holdings Group Co., Ltd.* (珠海九洲控股集團有限公司) (“ZJ Holdings”), a substantial shareholder of the Company. Before joining ZJ Holdings and the Company, Mr. Zou previously worked as a financial manager of Cooper Edison Power Systems Co., Ltd., a company under the Cooper Industries Group from July 2001 to June 2010. During the period from June 2010 to December 2013, Mr. Zou served as the vice general manager of Henan Province Shengyuan Anti-corrosion Installation Construction Co., Ltd.* (河南省晟原安裝防腐工程公司) and during the period from December 2013 to March 2018, Mr. Zou served as the financial controller of the State-owned Assets Supervision and Administration Commission of the Zhuhai Municipal People’s Government* (珠海市人民政府國有資產監督管理委員會), when he was designated to serve as a director and the financial controller of Zhuhai Water Environment Holdings Group Ltd. (珠海水務環境控股集團有限公司), Zhuhai Urban Construction Group Co., Ltd. (珠海城市建設集團有限公司) and Zhuhai Investment Holdings Co., Ltd.* (珠海投資控股有限公司), a director of Zhuhai Chengfa Investment Holdings Co., Ltd.* (珠海城發投資控股有限公司), and a supervisor of Zhuhai Venture Capital Guidance Fund Co., Ltd.* (珠海創業投資引導基金有限公司). Since December 2017 and March 2018, Mr. Zou has been a director of Zhuhai Huajin Capital Co., Ltd. (珠海華金資本股份有限公司) (stock code: 000532), a company listed on the Shenzhen Stock Exchange, and a director and the financial controller of Zhuhai Gree Group Co., Ltd.* (珠海格力集團有限公司) respectively. Since February 2019, Mr. Zou has been a director and the financial controller of Zhuhai Anju Group* (珠海市安居集團). He has over 20 years of experience in finance and accounting.

Length of service

Mr. Zou has entered into a service contract with the Company for a term of three years commencing from 28 May 2018 in relation to his appointment as 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.

Relationships

Save as disclosed above, Mr. Zou 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.

Interests in Shares

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

Director's emoluments

Currently, Mr. Zou is not entitled to any director's emoluments.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Zou involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zou that need to be brought to the attention of the Shareholders.

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. 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 set out in item 4 of the notice of the Annual General Meeting in respect of 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, i.e. being 1,427,797,174 Shares, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 142,779,717 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR REPURCHASES

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back 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 buy-back will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

The company may only apply funds legally available for share buy-back in accordance with its Memorandum of Association and Bye-laws, the Listing Rules, the laws of Bermuda and any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which 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:

Month	Share Price (per share)	
	Highest HK\$	Lowest HK\$
2020		
April	1.210	1.190
May	1.310	1.110
June	1.480	1.250
July	1.370	1.210
August	1.970	1.380
September	1.990	1.770
October	2.040	1.860
November	1.990	1.800
December	1.980	1.710
2021		
January	2.960	1.990
February	2.990	2.930
March	2.960	2.900
April (<i>up to the Latest Practicable Date</i>)	2.940	2.910

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor 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 and the applicable laws of Bermuda and the Bye-Laws.

7. TAKEOVERS CODE

If as a result of a buy-back 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 a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's 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 controlling shareholder of the Company (as defined in the Listing Rules) was interested in 878,155,109 Shares representing approximately 61.50% 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 68.34% 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

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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 the Annual General Meeting of Zhuhai Holdings Investment Group Limited (the “Company”) will be held at Units 3709–10, 37/F, West Tower, Shun Tak Centre, 168–200 Connaught Road, Central, Sheung Wan, Hong Kong on Tuesday, 29 June 2021 at 2:15 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2020.
- 2(a). To re-elect Mr. Li Wenjun as executive director;
- 2(b). To re-elect Mr. Jin Tao as executive director;
- 2(c). To re-elect Mr. Zou Chaoyong as non-executive director;
- 2(d). To fix the maximum number of directors;
- 2(e). To authorize the board of directors to appoint additional directors not exceeding the maximum number determined;
- 2(f). To authorize the board of directors to fix the directors’ remuneration;
3. To re-appoint PricewaterhouseCoopers as auditors and to authorize the board of directors to fix their remuneration; and
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and 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) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate 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 (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

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(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 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.”

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

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company 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 during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) 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,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

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(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 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.

“**Rights 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 recognized regulatory body or any stock exchange).”

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

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice 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 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 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board
Zhuhai Holdings Investment Group Limited
Zeng Jianping
Chairman

Hong Kong, 29 April 2021

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the directors of the Company are Mr. Zeng Jianping, Mr. Jin Tao, Mr. Ye Yuhong and Mr. Li Wenjun as executive Directors; Mr. Zou Chaoyong as non-executive Director; and Mr. Hui Chiu Chung, Mr. Chu Yu Lin, David, Mr. Albert Ho and Mr. Wang Yijiang as independent non-executive Directors.

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 “Listing Rules”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.0908.hk) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 2:15 p.m. on Sunday, 27 June 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting 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 meeting, the Register of Members of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021, 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, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 23 June 2021.
5. If a tropical cyclone warning signal number 8 or above or is hoisted, or “extreme conditions” caused by super typhoons or a black rainstorm warning is/are in force at or at any time after 12:15 p.m. on 29 June 2021, the Annual General Meeting will not be held on Tuesday, 29 June 2021 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company. Shareholders may contact Customer Service Hotline of Tricor Tengis Limited at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.
6. The meeting will be conducted in Chinese and no translation will be provided.
7. References to time and dates in this notice are to Hong Kong time and dates.