

If you are in any doubt as to any aspect of this Supplemental AGM Circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhongchang International Holdings Group Limited (the “**Company**”), you should at once hand this Supplemental AGM Circular and the accompanying Revised Proxy Form 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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ZHONGCHANG INTERNATIONAL HOLDINGS GROUP LIMITED
中昌國際控股集團有限公司
(incorporated in Bermuda with limited liability)
(Stock code: 859)

**SUPPLEMENTAL CIRCULAR TO THE ANNUAL GENERAL MEETING
IN RELATION TO
RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

This Supplemental AGM Circular should be read together with the Original AGM Circular.

The Original AGM Notice dated 30 April 2021 convening the AGM (to be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Monday, 21 June 2021, at 3:00 p.m) is set out in the Original AGM Circular. The Supplemental AGM Notice, which supplements and amends Resolution 2 in the Original AGM Notice, is set out on pages 8 and 9 of this Supplemental AGM Circular.

The Revised Proxy Form for use at the AGM is also enclosed with this Supplemental AGM Circular. If you intend to attend the AGM by proxy, you are required to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event by not later than 48 hours before the time appointed for holding of the AGM (or any adjournment thereof). Completion and return of the Revised Proxy Form shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish. Shareholders should note that the Revised Proxy Form supersedes and replaces the Original Proxy Form and that the Original Proxy Form is void and invalid. **SHAREHOLDERS WHO HAVE SIGNED AND RETURNED THE ORIGINAL PROXY FORM SHOULD COMPLETE AND RETURN THE REVISED PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED THEREIN.**

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 3:00 p.m. on Monday, 21 June 2021 at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	Zhongchang International Holdings Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on Main Board of the Stock Exchange (stock code: 859)
“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
“Latest Practicable Date”	12 May 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 the Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Original AGM Circular”	the circular of the Company dated 30 April 2021
“Original AGM Notice”	the notice of the annual general meeting of the Company dated 30 April 2021 convening the AGM
“Original Proxy Form”	the proxy form enclosed with the Original AGM Circular, which was superseded and replaced by the Revised Proxy Form
“Revised Proxy Form”	the revised proxy form for use at the AGM enclosed with this Supplemental AGM Circular, which supersedes and replaces the Original Proxy Form
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or re-construction of such shares from time to time) of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental AGM Circular”	this circular dated 17 May 2021, which is supplemental to the Original AGM Circular
“Supplemental AGM Notice”	the supplemental notice of the AGM dated 17 May 2021 enclosed in this Supplemental AGM Circular, which supplemented and amended Resolution 2 in the Original AGM Notice
“%”	per cent.

LETTER FROM THE BOARD

ZHONGCHANG INTERNATIONAL HOLDINGS GROUP LIMITED
中昌國際控股集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 859)

Executive Directors:

Mr. Chen Zhiwei (*Chairman*)
Ms. Ku Ka Lee (*Chief Executive Officer*)
Mr. Tang Lunfei

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Directors:

Dr. Huang Qiang
Mr. Wong Chi Keung, Kenjie
Ms. Yu Dan

Principal Place of Business

in Hong Kong:
Suite 1711
Tower 2 Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Independent non-executive Directors:

Mr. Liew Fui Kiang
Mr. Liu Xin
Mr. Yip Tai Him

17 May 2021

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE ANNUAL GENERAL MEETING
IN RELATION TO
RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

I. INTRODUCTION

This Supplemental AGM Circular should be read together with the Original AGM Circular which contains, among others, the Supplemental AGM Notice.

The AGM will be held on 21 June 2021. The purpose of the Supplemental AGM Circular is to provide you with (a) the Supplemental AGM Notice (which is set out on pages 8 and 9 herein); and (b) information regarding the additional ordinary resolutions to consider and approve the re-election of two new Directors appointed on 12 May 2021, subsequent to the issue of the Original AGM Circular.

LETTER FROM THE BOARD

II. RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 12 May 2021 in relation to, among others, appointment of Ms. Yu Dan as a non-executive Director and Mr. Liu Xin as an independent non-executive Director, with effect from 12 May 2021.

Details of such appointments were set out in the announcement of the Company dated 12 May 2021.

Pursuant to Bye-law 86(2) of the Bye-laws, every Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting (in the case of filling a casual vacancy) or until the next following annual general meeting (in the case of an addition to the Board), and shall then be eligible for re-appointment. Accordingly, Ms. Yu and Mr. Liu shall hold office only until the AGM and shall be eligible for re-election at the AGM. Ms. Yu Dan and Mr. Liu Xin, both being eligible, offer themselves for re-election at the forthcoming AGM.

The biographical details of Ms. Yu Dan and Mr. Liu Xin are set out in the Appendix I to this Supplemental AGM Circular.

III. SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING AND REVISED PROXY FORM

As a result of the appointments of Ms. Yu Dan and Mr. Liu Xin as Directors subsequent to the dispatch of the Original AGM Circular (which included the Original AGM Notice and the Original Proxy Form) on 30 April 2021, this Supplemental AGM Circular is issued with the Supplemental AGM Notice set out on pages 8 and 9 of this Supplemental AGM Circular and the accompanying Revised Proxy Form are for use at the AGM. The Supplemental AGM Notice sets out details of, among others, the additional resolutions relating to the proposed re-election of Ms. Yu Dan and Mr. Liu Xin, and renumbering of two resolutions under Resolutions 2 in the Original AGM Notice. Save as disclosed above, all the resolutions originally proposed in the Original AGM Notice will remain unchanged. Shareholders should read the Original AGM Circular and the Original AGM Notice together with the Supplemental AGM Circular and the Supplemental AGM Notice for the resolutions proposed at the AGM and related information.

Shareholders should note that the Revised Proxy Form supersedes and replaces the Original Proxy Form and that the Original Proxy Form is void and invalid. SHAREHOLDERS WHO HAVE SIGNED AND RETURNED THE ORIGINAL PROXY FORM SHOULD COMPLETE AND RETURN THE REVISED PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED THEREIN. Shareholders who have appointed or intend to appoint a proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein. Shareholders are requested to complete the Revised Proxy Form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the meeting (or any adjournment thereof).

LETTER FROM THE BOARD

IV. RECOMMENDATION

In addition to the recommendation contained in the Original AGM Circular, the Directors believe that the re-election of Ms. Yu Dan as non-executive Director and Mr. Liu Xin as an independent non-executive Director as set out in this Supplemental AGM Circular are in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of such resolutions to be proposed at the AGM.

V. GENERAL

Should there be any discrepancies between the Chinese and English versions of the Supplemental AGM Circular, the English version shall prevail.

By order of the Board
Zhongchang International Holdings Group Limited
Chen Zhiwei
Chairman and Executive Director

The details of Ms. Yu Dan and Mr. Liu Xin, the retiring Directors proposed to be re-elected at the AGM, are set out as follow:

Ms. Yu Dan

Ms. Yu Dan, aged 38, joined the Company as a non-executive Director on 12 May 2021. Ms. Yu is also a member of the audit committee of the Company. Ms. Yu is currently with China Cinda (HK) Holdings Company Limited since January 2017 and currently serving as the head of Finance Department of China Cinda (HK) Holdings Company Limited primarily responsible for all aspects of financial management. She has more than eight years of experience in auditing. Prior to joining the Board, she worked in international accounting firm from December 2004 to April 2013 with her last position as an audit manager at KPMG. Also, she worked in Like International Limited in Shanghai, which primarily engages in design and manufacture of smart point of sale (“POS”) machines and system for restaurants and supermarkets, as finance director from September 2013 to March 2015. Furthermore, she worked in NQ International Limited (NYSE symbol: NQ) as investors relation director from April 2015 to January 2016. Ms. Yu obtained a bachelor’s degree majored in business administration from 華東師範大學 (East China Normal University) in July 2004. She is a member of each of the Chinese Institute of Certified Public Accountants and American Institute of Certified Public Accountants.

Save as disclosed above, as at the Latest Practicable Date, Ms. Yu did not (i) hold any directorship in other publicly listed companies in the last three years; (ii) hold any other position within the Group; (iii) have any interest in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) did not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company.

Ms. Yu has entered into a letter of appointment with the Company for her role as a non-executive Director for an initial term of two years from 12 May 2021 to 11 May 2023 (both dates inclusive). Pursuant to the letter of appointment, Ms. Yu will not receive any remuneration upon her appointment. Consistent with the Company’s existing director compensation packages, the director’s fee for Ms. Yu will be determined by the Board based on the recommendation of the remuneration committee of the Company. Ms. Yu is subject to re-election and retirement by rotation pursuant to the Bye-laws.

Save as disclosed herein, Ms. Yu confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules.

In the opinion of the Directors, other than the aforesaid matters, there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Ms. Yu as a Director.

Mr. Liu Xin

Mr. Liu Xin, aged 65, joined the Company as an independent non-executive director on 12 May 2021. Mr. Liu is also the chairman of the remuneration committee, and members of the audit committee and nomination committee of the Company. Mr. Liu has over 30 years of extensive experience and knowledge in finance and investment banking. He has been serving as a senior advisor of Deloitte China since March 2019, participated in anti-money laundry training, project financing and strategy of business development in a number of China financial institutions. He has also been an independent non-executive director, a member of each of the audit committee, remuneration committee and nomination committee of China Fortune Financial Group Limited (stock code: 290) since 10 March 2020. Prior to Deloitte China, he was with BNP Paribas in Hong Kong branch between July 2007 and June 2018. Mr. Liu's positions during his time at BNP Paribas included the managing director of financial institution group of BNP Paribas Hong Kong as well as the head of Global Risk Solutions (China). Prior to joining BNP Paribas, he worked as senior advisor of China Affairs Department in HSBC London branch from 2001 to 2002. He also worked as the director of the Investment Division in China's State Administration of Foreign Exchange (SAFE) from 1989 to 2001, where he accumulated rich knowledge in interpreting Chinese policy and regulations for the Chinese financial system.

Mr. Liu graduated from Hubei University in June 1982 with a bachelor's degree in Arts. He then further obtained a master's degree in Economics from Wuhan University in June 1989 and a doctor's degree majoring in Economics from The University of Leeds in August 2007. He was honoured as a Senior Economist by the People's Bank of China in 1996. He also published extensively in world class journals and books as a co-author with well-known British scholars.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu did not (i) hold any directorship in other publicly listed companies in the last three years; (ii) hold any other position within the Group; (iii) have any interest in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) did not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Liu has entered into a letter of appointment with the Company with an initial term of one year from 12 May 2021 to 11 May 2022 (both dates inclusive). Pursuant to the letter of appointment, Mr. Liu will be entitled to a director's remuneration of HK\$15,000 each month. Consistent with existing Company's director compensation, the director's fee for Mr. Liu will be determined by the Board based on the recommendation of the remuneration committee of the Company. Mr. Liu is subject to re-election and retirement by rotation pursuant to the bye-laws of the Company.

Save as disclosed herein, Mr. Liu confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules.

In the opinion of the Directors, other than the aforesaid matters, there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Liu as a Director.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

ZHONGCHANG INTERNATIONAL HOLDINGS GROUP LIMITED

中昌國際控股集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 859)

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Reference is made to (i) the circular of Zhongchang International Holdings Group Limited (the “**Company**”) dated 30 April 2021 (the “**Original AGM Circular**”); (ii) the notice of the annual general meeting of the Company dated 30 April 2021 (the “**Original AGM Notice**”) for the annual general meeting of the Company to be held on Monday, 21 June 2021 at 3:00 p.m. at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong (the “**AGM**”); and (iii) the supplemental circular of the Company dated 17 May 2021 (the “**Supplemental AGM Circular**”). Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental AGM Circular.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held by the Company at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong at 3:00 p.m. on Monday, 21 June 2021 to consider and, if thought fit, passing the ordinary resolutions “To re-elect Ms. Yu Dan as a non-executive Director” (the “**Additional Resolution 1**”) and “To re-elect Mr. Liu Xin as an independent non-executive Director” (the “**Additional Resolution 2**”) as additional resolutions under Resolution 2 set out in the Original AGM Notice. The existing resolutions (v) and (vi) of Resolution 2 as set out in the Original AGM Notice shall be renumbered as resolutions (vi) and (viii) of Resolution 2 respectively, and the Additional Resolution 1 and Additional Resolution 2 shall be inserted as resolutions (v) and (vii) of Resolution 2, respectively, so that Resolution 2 as amended will read:

ORDINARY RESOLUTIONS

2. (i) To re-elect Mr. Chen Zhiwei as an executive Director.
- (ii) To re-elect Ms. Ku Ka Lee as an executive Director.
- (iii) To re-elect Mr. Tang Lunfei as an executive Director.
- (iv) To re-elect Mr. Wong Chi Keung, Kenjie as a non-executive Director.
- (v) To re-elect Ms. Yu Dan as a non-executive Director.
- (vi) To re-elect Mr. Liew Fui Kiang as an independent non-executive Director.
- (vii) To re-elect Mr. Liu Xin as an independent non-executive Director.
- (viii) To authorise the board of Directors to fix the Directors’ remuneration.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- (1) Shareholders should note that the Revised Proxy Form supersedes and replaces the Original Proxy Form and that the Original Proxy Form is void and invalid. **SHAREHOLDERS WHO HAVE SIGNED AND RETURNED THE ORIGINAL PROXY FORM SHOULD COMPLETE AND RETURN THE REVISED PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED THEREIN.**
- (2) Shareholders should refer to the Original AGM Notice and as supplemented and amended by this Supplemental AGM Notice for all of the resolutions to be proposed at the AGM.
- (3) All resolutions at the AGM will be taken by 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 pursuant to the Bye-laws of the Company and the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (4) A member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy or appoint a duly authorised corporate representative to attend and vote in his stead. A member who is the holder of two or more shares in the Company may appoint more than one proxy to represent him or vote on his behalf. A proxy need not be a member of the Company. Completion and return of the Revised Proxy Form will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish, but if a member of the Company attends in person at the AGM and votes on a resolution, the relevant proxy's authority to vote on that particular resolution shall be deemed to be revoked.
- (5) The Revised Proxy Form is enclosed with the Supplemental AGM Circular. In order to be valid, the Revised Proxy Form duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney, or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM (or adjournment thereof).
- (6) For determining the entitlements of the members of the Company to attend and vote at the AGM, the Hong Kong branch register of members of the Company will be closed from Wednesday, 16 June 2021 to Monday, 21 June 2021 (both dates inclusive), during which period no transfer of Shares can be registered. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:30 p.m. on Tuesday, 15 June 2021.
- (7) If "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or there is a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above in force at or after 8:00 a.m. on Monday, 21 June 2021 and/or the Hong Kong Observatory has announced at or before 8:00 a.m. on Monday, 21 June 2021 that either of the above mentioned warnings is to be issued within the next two hours, the AGM shall automatically be postponed to Tuesday, 22 June 2021 and in such case by virtue of this notice, the AGM shall be held at 3:00 p.m. on Tuesday, 22 June 2021 at the same place. Members who have any queries concerning these arrangements, please call the Company at (852) 2117-0237 during business hours from 9:00 a.m. to 6:00 p.m. on Monday to Friday, excluding public holidays.
- (8) **Special arrangement relating to preventing COVID-19 and the related social distancing measures**

To ensure the health and safety of the attendees at the AGM, the Company intends to implement precautionary measures at the AGM including: (a) compulsory temperature checks at the entrance of the venue of the meeting; (b) attendees are required to bring their own surgical masks and those who had a temperature 37.5°C or above or not wearing surgical masks might be denied access to the venue of the meeting; (c) no corporate gift, refreshments or drinks will be provided at the meeting; and (d) depending on circumstances, separate rooms connected by instant electronic conference facilities may be arranged at the venue of the meeting to limit the number of attendees at each room. Shareholders, particularly those who are unwell or subject to quarantine requirements or travel restrictions, are reminded that instead of attending the AGM in person, they may appoint any person or the chairman of the AGM as proxy to vote on the resolutions at the AGM by lodging the form of proxy or appropriate corporate appointment forms. Subject to the development of the COVID-19 pandemic, the Company may implement further precautionary measures as may be appropriate or desirable or as required under the laws and regulations of Hong Kong for the health and safety of attendees of the AGM.

By order of the Board
Zhongchang International Holdings Group Limited
Chen Zhiwei
Chairman and Executive Director

Hong Kong, 17 May 2021

As at the date of this notice, the Board comprises Mr. Chen Zhiwei (Chairman), Ms. Ku Ka Lee and Mr. Tang Lunfei as executive directors; Dr. Huang Qiang, Mr. Wong Chi Keung, Kenjie, Ms. Yu Dan as non-executive directors; and Mr. Liew Fui Kiang, Mr. Liu Xin and Mr. Yip Tai Him as independent non-executive directors.