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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of this circular, you should consult your licensed securities broker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ZONBONG LANDSCAPE Environmental Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities broker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**ZONBONG LANDSCAPE Environmental Limited**  
**中邦园林环境股份有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1855)**

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF AUDITOR,  
GRANT OF GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting (“AGM”) of ZONBONG LANDSCAPE Environmental Limited to be held at 11/F, Zhongqing Building, No. 5888, Fuzhi Road, Jingyue High-tech Industrial Development Zone, Changchun City, Jilin Province, PRC on Wednesday, 29 June 2022 at 10:00 a.m. is set out on pages 17 to 20 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.zonbong.com>).

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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

The Company strongly advises Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the AGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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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:*

“AGM”	the annual general meeting of the Company to be convened and held at 11/F, Zhongqing Building, No. 5888, Fuzhi Road, Jingyue High-tech Industrial Development Zone, Changchun City, Jilin Province, PRC on Wednesday, 29 June 2022 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 17 to 20 of this circular
“Articles of Association”	the articles of association of the Company conditionally adopted on 14 December 2020 as amended, supplemented or otherwise modified from time to time and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	ZONBONG LANDSCAPE Environmental Limited (中邦园林环境股份有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange (Stock Code: 1855)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“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

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with unissued Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	19 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Date”	6 January 2021, the date on which the Shares were listed on Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum of Association”	the memorandum of association of the Company conditionally adopted on 14 December 2020 as amended, supplemented or otherwise modified from time to time
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“RMB”	Renminbi Yuan, the lawful currency of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) with a nominal value of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or supplemented from time to time
“%”	per cent

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LETTER FROM THE BOARD

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**ZONBONG LANDSCAPE Environmental Limited**

**中邦园林环境股份有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1855)**

*Executive Directors:*

Mr. Liu Haitao

*(Chairman and Executive Director)*

Mr. Wang Xudong

Ms. Wang Yan

*Registered office:*

71 Fort Street

PO Box 500

George Town

Grand Cayman KY1-1106

Cayman Islands

*Non-executive Directors:*

Mr. Sun Juqing

Ms. Lyu Hongyan

Mr. Shao Zhanguang

*Head office and principal place*

*of business in PRC:*

11/F, Zhongqing Building

No. 5888, Fuzhi Road

Jingyue High-tech Industrial Development Zone

Changchun City

Jilin Province

PRC

*Independent non-executive Directors:*

Mr. Gao Xiangnong

Mr. Yin Jun

Mr. Lee Kwok Tung Louis

27 May 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF AUDITOR,  
GRANT OF GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to: (i) furnish you with details of the proposed re-election of Directors; (ii) furnish you with details of the re-appointment of auditor; (iii) provide you with details of the proposed Issue Mandate, the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; and (iv) provide you with the notice of AGM.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

In relation to resolution no. 3 as set out in the notice of the AGM, Mr. Liu Haitao, Mr. Shao Zhanguang and Mr. Gao Xiangnong will retire from office as Directors at the AGM.

Pursuant to Article 108(b) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to the retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, all of the above Directors shall retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Company ("**Nomination Committee**") has considered the proposed re-election of Mr. Liu Haitao, Mr. Shao Zhanguang and Mr. Gao Xiangnong taking into consideration factors such as the diversity policy of the Company, the perspectives, skills and experiences of Mr. Liu Haitao, Mr. Shao Zhanguang and Mr. Gao Xiangnong and the contributions of each of them, the Nomination Committee recommended to the Board that the re-election of Mr. Liu Haitao, Mr. Shao Zhanguang and Mr. Gao Xiangnong be proposed to the Shareholders for approval at the AGM. Furthermore, based on the Nomination Committee's assessment and the annual written confirmation of independence provided by Mr. Gao Xiangnong, he satisfies the independence requirements under Rule 3.13 of the Listing Rules.

If re-elected, each of the Directors above will hold office until the specific term as set out in his service contract or letter of appointment (as the case may be) as described in Appendix I to this circular, and will be subject to rotation, removal, vacation or termination of his office as Director as set out in the Articles of Association and the Listing Rules.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### RE-APPOINTMENT OF AUDITOR

KPMG will retire as the independent auditor of the Company at the AGM and, being eligible, offer itself for re-appointment.

Upon the recommendation of the Audit Committee of the Company, the Board proposed to re-appoint KPMG as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES AND REPURCHASE SHARES

The current general mandate granted to the Directors to issue Shares pursuant to the ordinary resolution passed by the Shareholders dated 31 May 2021 will lapse at the conclusion of the AGM. In order to give Company the flexibility to issue Shares if and when appropriate, at the AGM, an ordinary resolution will be proposed to grant the Directors a new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the total number of Shares in issue was 275,000,000. Subject to passing of the ordinary resolution approving the Issue Mandate and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Issue Mandate to allot, issue and deal with a maximum of 55,000,000 Shares, representing not more than 20% of the total number of Shares in issue as at the Latest Practicable Date. The Issue Mandate will continue in force until (i) the conclusion of the next annual general meeting of the Company held after the AGM; (ii) the date by which the next annual general meeting of the Company is required to be held under the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting. The Directors have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

The current general mandate granted to the Directors to repurchase Shares pursuant to the ordinary resolution passed by the Shareholders dated 31 May 2021 will lapse at the conclusion of the AGM. In order to give Company the flexibility to repurchase Shares if and when appropriate, at the AGM, an ordinary resolution will be proposed to grant the Directors a new general and unconditional mandate to repurchase Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the total number of Shares in issue was 275,000,000. Subject to passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Repurchase Mandate to repurchase a maximum of 27,500,000 Shares, representing not more than 10% of the total number of Shares in issue as at the Latest Practicable Date. The Repurchase Mandate will continue in force until (i) the conclusion of the next annual general meeting the Company held after the AGM; (ii) the date by which the next annual general meeting of the Company is required to be held under the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting. The Directors have no immediate plan to repurchase any new Shares pursuant to the Repurchase Mandate.

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, a separate ordinary resolution will be proposed at the AGM to add to the total number of Shares permitted to be allotted and issued under the Issue Mandate by those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in the Appendix II to this circular which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.



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## LETTER FROM THE BOARD

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Conditional upon the passing of ordinary resolutions of Issue Mandate and Repurchase Mandate, there would be a resolution to extend the authority granted to the Directors pursuant to ordinary resolution to issue shares by adding number of issued shares of the Company which may be allotted by the Directors pursuant to such general mandate of an amount representing the number of shares repurchased under ordinary resolution.

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

A notice convening the AGM to be held at 11/F, Zhongqing Building, No. 5888, Fuzhi Road, Jingyue High-tech Industrial Development Zone, Changchun City, Jilin Province, PRC at 10:00 a.m. on Wednesday, 29 June 2022 is set out on pages 17 to 20 of this circular. At the AGM, ordinary resolutions will be proposed to approve, inter alia, the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors who offer themselves for re-election and re-appointment of the independent auditor of the Company.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.zonbong.com>). Whether or not you are able to attend the AGM, 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, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, the form or proxy shall be deemed to be revoked.

### **VOTING BY WAY OF POLL**

Pursuant to the Rule 13.39(4) of the Listing Rules and article 72 of the Articles of Association of the Company, any vote of Shareholders at a general meeting must 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. Therefore, all resolutions as set out in the notice convening the AGM will be voted by way of a poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **RECOMMENDATION**

The Directors believe that the proposed re-election of the retiring Directors, re-appointment of auditor, granting to the Directors of the Issue Mandate, Repurchase Mandate and the extension of the Issue Mandate are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of such resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 23 June 2022.

### 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.

### GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully  
For and on behalf of the Board  
**ZONBONG LANDSCAPE Environmental Limited**  
**Liu Haitao**  
*Chairman and Executive Director*

*The following are the particulars of the Directors proposed to be re-elected at the AGM in accordance with the Articles of Association:*

**RE-ELECTION OF DIRECTORS****Executive Director**

1. **Mr. Liu Haitao (劉海濤)**, aged 47, is the Chairman of the Board, Chief Executive Officer and Executive Director. He was appointed as Director on 8 March 2019 and was redesignated as Executive Director on 24 September 2019. He is responsible for formulating and implementing business and operation strategies of the Group, as well as making major business and operational decisions for our Group. Mr. Liu Haitao has more than 20 years of management experience in the construction industry.

Mr. Liu Haitao currently holds directorships in the following members of the Group:

- Zonbong Huize Landscape Environmental Construction Limited (中邦匯澤園林環境建設有限公司) (“**Zonbong Landscape**”) as a director since April 2010 and as the chairman of the board since December 2012;
- Beijing Zhongke Zonbong Ecological Technology Limited (北京中科中邦生態科技有限公  
司) (“**Zhongke Zonbong**”) as an executive director since April 2016;
- Jilin Zonbong Ecological Environmental Limited (吉林中邦生態環境有限公司) (“**Jilin Zonbong**”) as a director and the chairman of the board since September 2018; and
- ZonBong Garden Environment Co., Limited (中邦園林環境有限公司) (“**Zonbong Environment**”) as a director since April 2019.

Prior to joining the Group, from July 1996 to December 2002, he served as the head of the procurement department at Changchun Chengjian Road and Bridge Limited (長春市城建路橋有限公司), a company providing construction services for municipal projects and sculpture engineering. From January 2003 to December 2008, he worked as the deputy general manager at Zhongqing Construction Limited Liability Company (中慶建設有限責任公司) (“**ZCLLC**”) and was mainly responsible for procurement management. He was assigned to Zonbong Landscape by ZCLLC as the general manager from December 2008 to April 2010, and has served as its director since April 2010.

Mr. Liu Haitao graduated from Changchun University (長春大學) in July 1996 with a bachelor's degree in computer science. He also received his bachelor's degree in civil engineering by way of correspondence education from the Jilin Architecture and Civil Engineering Institute (吉林建築工程學院) (now known as the Jilin Jianzhu University (吉林建築大學)) in July 2004 and his EMBA (Executive Master of Business Administration) degree from Jilin University (吉林大學) in December 2015. Mr. Liu Haitao obtained the qualification certificate of senior engineer in road and bridge engineering issued by the Jilin Provincial Personnel Department (吉林省人事廳) on 1 January 2007 and that of chief senior engineer in road and bridge engineering from the Human Resources and Social Security Department of Jilin Province (吉林省人力資源和社會保障廳) on 1 January 2017.

Mr. Liu Haitao has entered into a service agreement with the Company for an initial term of three (3) years commencing from Listing Date unless terminated by not less than three (3) months' notice served by either party on the other in writing. Unless otherwise approved by the Board or Remuneration Committee of the Company, Mr. Liu Haitao has agreed not to receive any director's fee. Mr. Liu Haitao is entitled to an annual Director's emolument from his employment in the Group of approximately RMB520,000, and also include payment pursuant to any discretionary benefits or bonus, granting of share options, or other fringe benefits, which is determined by reference to his duties and responsibilities and market conditions and in accordance to the Remuneration Policy of the Company. In addition, Mr. Liu Haitao is entitled to a discretionary bonus if so recommended by the Remuneration Committee of the Company and approved by the Board having regard to the operating results of the Group and his performance as an Executive Director and participate in the share option scheme adopted by the Company (if any), provided that he shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual emolument, management bonus and other benefits payable to him. Such remuneration/emoluments will be reviewed annually by the Board and by the Remuneration Committee.

Mr. Liu Haitao, through ZONBONG International Investment Limited, is interested in 14,054,104 Shares, representing approximately 5.11% of the total issued shares capital of the Company. He also has 5% of the interest in ZONBONG International Investment Limited which is a controlling shareholder of the Company.

**Non-executive Director**

2. **Mr. Shao Zhanguang** (邵占廣), aged 43, was appointed as Non-executive Director on 24 September 2019. He has 15 years of experience in the construction industry. He has held directorships in Zonbong Landscape from December 2012 to February 2021 and Zonbong Shanshui from December 2013 to February 2021. He was appointed as a supervisor in Zonbong Landscape since February 2021.

From October 2004 to December 2010, Mr. Shao Zhanguang served as a marketing manager at Changchun Chengda Road and Bridge Limited Liability Company (長春市成達路橋有限責任公司) (now known as ZCLLC). From December 2010 to July 2015, he served as an executive director of Dalian Hengji Road and Bridge Construction Limited (大連恒吉路橋建設有限公司), a company providing construction services for roads, bridges and other municipal infrastructure. From February 2015 to January 2017, he was the vice president of marketing of Zhongqing Investment Holding Group Limited Liability Company (中慶投資控股(集團)有限責任公司).

Mr. Shao Zhanguang graduated from Jilin University (吉林大學) with a bachelor's degree in surveying and mapping engineering by way of correspondence education in June 2005. Mr. Shao Zhanguang was granted the qualification of certified constructor in municipal projects by the Ministry of Development of the PRC (now known as the Ministry of Housing and Urban-Rural Development of the PRC) on 12 June 2010, and that of senior engineer in road and bridge engineering by the Human Resources and Social Security of Jilin Province (吉林省人力資源和社會保障廳) on 1 January 2016.

Mr. Shao Zhanguang has entered into a service agreement with the Company for an initial term of three (3) years commencing from Listing Date unless terminated by not less than three (3) months' notice served by either party on the other in writing. Mr. Shao Zhanguang has agreed not to receive any director's fee in respect of his position. In addition, Mr. Shao Zhanguang may be entitled to a discretionary bonus if so recommended by the Remuneration Committee of the Company and approved by the Board having regard to the operating results of the Group and his performance as a Non-Executive Director and participate in the share option scheme adopted by the Company (if any), provided that he shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual emolument, management bonus and other benefits payable to him. Such remuneration/emoluments will be reviewed annually by the Board and by the Remuneration Committee.

Mr. Shao Zhanguang has 5% and 7.04% of shareholding in ZONQING International Investment Limited, a controlling shareholder of the Company, and ZONBONG International Investment Limited, a shareholder of the Company respectively.

**Independent non-executive Director**

3. **Mr. Gao Xiangnong** (高向農), aged 53, was appointed as Independent Non-executive Director of our Company on 14 December 2020. Prior to joining the Group, Mr. Gao Xiangnong served as the chief financial officer from September 2003 to December 2005 and then has served as an executive director and the chief executive officer since January 2006 at NutryFarm International Limited (formerly known as MultiVision Intelligent Surveillance Limited), a company listed on the Main Board of the Singapore Exchange Securities Trading Limited (stock code: AZT). From February 2004 to July 2018, he also served as an independent non-executive director of Shenzhen Mingwah Aohan High Technology Corporation Limited (深圳市明華澳漢科技股份有限公司), a company listed on GEM of the Stock Exchange (stock code: 8301).

Mr. Gao Xiangnong graduated from California State University, Long Beach, with a bachelor's degree in accounting in December 1996, and with a master's degree in business administration in December 1998. Mr. Gao Xiangnong was certified as a Certified Public Accountant in Colorado, the United States, in May 2003.

Mr. Gao Xiangnong has entered into a letter of appointment with the Company for an initial term of three (3) years commencing from Listing Date unless terminated by not less than three (3) months' notice served by either party on the other in writing. Mr. Gao Xiangnong is entitled to a director's fee of HK\$180,000 per annum. In addition, Mr. Gao Xiangnong may be entitled to a discretionary bonus if so recommended by the Remuneration Committee of the Company and approved by the Board having regard to the operating results of the Group and his performance as an Independent non-Executive Director and participate in the share option scheme adopted by the Company (if any), provided that he shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual emolument, management bonus and other benefits payable to him. Such remuneration/emoluments will be reviewed annually by the Board and by the Remuneration Committee.

**INFORMATION THAT NEEDS TO BE DISCLOSED AND MATTERS THAT NEED TO BE BROUGHT TO THE ATTENTION OF THE SHAREHOLDERS**

Save as disclosed above, all of the Directors (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, the Board is not aware of any other information which is required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate pursuant to Rule 10.06 of the Listing Rules.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 275,000,000. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 27,500,000 Shares representing not more than 10% of the total number of Shares in issue as at the date of passing this resolution.

### **2. REASONS FOR THE REPURCHASE**

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

### **3. FUNDING AND IMPACT OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds which are legally available under the laws of Cayman Islands and/or any other applicable laws, as the case may be, and its Memorandum and Articles of Association of the Company for such purpose.

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 financial statements contained in the Company's annual report for the year ended 31 December 2021 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Share Prices	
	Highest (HK\$)	Lowest (HK\$)
<b>2021</b>		
April	2.42	1.94
May	2.41	2.06
June	2.36	2.00
July	2.07	1.90
August	2.10	1.92
September	2.07	1.86
October	2.37	1.99
November	2.94	2.05
December	3.25	2.40
<b>2022</b>		
January	2.85	2.45
February	2.86	2.18
March	2.59	2.09
April	2.86	2.23
May (up to the Latest Practicable Date)	3.92	2.43

#### 5. EFFECTS OF THE TAKEOVERS CODE

If on the exercise of the powers to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.



As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Capacity/ Nature of interest	Number of the Shares held/interest (Note 1)	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full
ZONQING International Investment Limited (“ <b>Zonqing International</b> ”) (中庆国际投资有限公司) (Note 2)	Beneficial owner	181,202,166	65.89	73.21
Ms. Zhao Hongyu (Note 2)	Interest in a controlled corporation	181,202,166	65.89	73.21
Mr. Sun Juqing (Note 3)	Interest of spouse	181,202,166	65.89	73.21
ZONBONG International Investment Limited (“ <b>Zonbong International</b> ”) (中邦國際投資有限公司) (Note 3)	Beneficial owner	14,054,104	5.11	5.68
Mr. Liu Haitao (Note 4)	Interest in a controlled corporation	14,054,104	5.11	5.68
Ms. Wang Tiannv (Note 5)	Interest of spouse	14,054,104	5.11	5.68

*Notes:*

- (1) All interests stated are long positions.
- (2) Ms. Zhao Hongyu is the beneficial owner of 35% shareholding in Zonqing International and is therefore deemed to be interested in the Shares held by Zonqing International for the purposes of the SFO.
- (3) Mr. Sun Juqing is the spouse of Ms. Zhao Hongyu. Accordingly, Mr. Sun Juqing is deemed to be interested in the Shares in which Ms. Zhao Hongyu is interested for the purpose of the SFO.
- (4) Given that Mr. Liu Haitao is the beneficial owner of 60.11% shareholding in Zonbong International, Mr. Liu Haitao is deemed to be interested in the Shares held by Zonbong International for the purposes of the SFO.
- (5) Ms. Wang Tiannv is the spouse of Mr. Liu Haitao. Accordingly, Ms. Wang Tiannv is deemed to be interested in the Shares in which Mr. Liu Haitao is interested for the purposes of the SFO.

On the basis of the aforesaid increase of shareholding shown in the table above, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. In addition, on the basis that no Shares are allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, no person is obliged to make a mandatory offer under Rule 26 of the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25%. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. As the exercise of the Repurchase Mandate in full would possibly result in insufficient public float of the Company, the Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than the minimum prescribed percentage of 25% of the issued share capital of the Company as required by the Stock Exchange.

#### **6. SHARES REPURCHASES MADE BY THE COMPANY**

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

#### **7. DIRECTOR'S UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

#### **8. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### ZONBONG LANDSCAPE Environmental Limited

### 中邦园林环境股份有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1855)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of ZONBONG LANDSCAPE Environmental Limited (the “Company”) will be held at 11/F, Zhongqing Building, No. 5888, Fuzhi Road, Jingyue High-tech Industrial Development Zone, Changchun City, Jilin Province, PRC on Wednesday, 29 June 2022 at 10:00 a.m., for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 31 December 2021.
2. To re-appoint KPMG as the auditor of the Company and to authorise the board of Directors (the “**Board**”) to fix the auditor’s remuneration until the conclusions of the next annual general meeting of the Company.
3. To re-elect the following retiring Directors:
  - (a) Mr. Liu Haitao as executive Director;
  - (b) Mr. Shao Zhanguang as non-executive Director; and
  - (c) Mr. Gao Xiangnong as independent non-executive Director.
4. To authorise the Board to fix the remunerations of the Directors.
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors during the Relevant Period (as hereinafter defined) to issue, allot and deal with such number of additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), such mandate to include the granting of offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might be exercisable or convertible during or after the Relevant Period; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) 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; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or applicable laws to be held; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
  
- 6. 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, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
  
- (b) the maximum number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the said approval shall be limited accordingly; and
  
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or applicable laws to be held; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 the Resolutions No. 5 and 6 set out in this notice, the general mandate granted to the Directors to issue, allot and deal with such number of additional shares of the Company pursuant to Resolution No. 5 set out in this notice be and is hereby extended by the addition thereto of such number of shares of the Company repurchased or agreed to be repurchased by the Company under the authority granted pursuant to Resolution No. 6 set out in this notice, provided that such number of shares of the Company shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the date of the passing of this resolution).”

By Order of the Board  
**ZONBONG LANDSCAPE Environmental Limited**  
**Liu Haitao**  
*Chairman and Executive Director*

Hong Kong, 27 May 2022

*Notes:*

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above AGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under Resolution No. 6 above is enclosed in the circular of the Company dated 27 May 2022.
8. Details of the retiring Directors proposed to be re-elected as Directors at the AGM are set out in Appendix I to the circular of the Company dated 27 May 2022.
9. In order to establish entitlements to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022, both days inclusive. During such period, no share transfers will be effected. All transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Thursday, 23 June 2022.
10. A proxy form of the AGM is enclosed in the circular of the Company dated 27 May 2022.
11. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the AGM in person.
12. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the AGM.

*As at the date of this notice, the Board of the Company comprises Mr. Liu Haitao as Chairman and executive Director, Mr. Wang Xudong and Ms. Wang Yan as executive Directors, Mr. Sun Juqing, Ms. Lyu Hongyan and Mr. Shao Zhanguang as non-executive Directors, and Mr. Gao Xiangnong, Mr. Yin Jun and Mr. Lee Kwok Tung Louis as independent non-executive Directors.*