

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**RENEWAL OF  
CONTINUING CONNECTED TRANSACTIONS  
AND NEW CONTINUING CONNECTED TRANSACTIONS**

**Independent Financial Adviser to  
the Independent Board Committee and the Independent Shareholders**

**RAINBOW.**

RAINBOW CAPITAL (HK) LIMITED  
流博資本有限公司

**SUMMARY**

References are made to the prospectus of the Company dated 22 December 2020, and the announcements of the Company dated 31 May 2021 and 7 October 2022 respectively, in respect of the Previous Continuing Connected Transaction Agreements entered into between the Group and ZIHG.

Since (i) the terms of the Previous Continuing Connected Transaction Agreements will end on 31 December 2022, and the Company expects that such transactions will continue thereafter; and (ii) the Company proposes to enter into two new framework agreements, namely, the Culture, Commerce and Tourism Project Management Services Framework Agreement and the General Contracting Management of Construction and Municipal Public Works Framework Agreement, with ZIHG to meet its business needs, the Board announces that on 28 October 2022 (after trading hours) the Group entered into the New Continuing Connected Transaction Agreements with ZIHG.

## IMPLICATIONS OF THE LISTING RULES

As at the date of this announcement, ZIHG is owned as to approximately 27.00% by Mr. Sun Juqing (a non-executive Director and the chairman of the Board) (“**Mr. Sun**”), 35.00% by Ms. Zhao Hongyu (the spouse of Mr. Sun and hence an associate of Mr. Sun), 5.00% by Mr. Liu Haitao (an executive Director, the vice-chairman of the Board and the chief executive officer of the Company), 5.00% by Mr. Shao Zhanguang (a non-executive Director), and 5.00% by Mr. Sun Juzhi (the brother of Mr. Sun, and hence an associate of Mr. Sun). Mr. Sun, Ms. Zhao Hongyu, Mr. Liu Haitao, Mr. Shao Zhanguang and Mr. Sun Juzhi are controlling shareholders of the Company via their respective interests in Zonqing International Investment Limited (“**Zonqing International**”) and/or Zonbong International Investment Limited (“**Zonbong International**”). Therefore, ZIHG is a connected person of the Company under the Listing Rules, and accordingly the ZIHG Connected Persons are also connected persons of the Company. Therefore, the transactions contemplated under the New Continuing Connected Transaction Agreements constitute continuing connected transactions of the Company under the Listing Rules.

As each of the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of the Proposed Caps for the Category I Transactions for the three years ending 31 December 2025 is below 0.1%, the de minimis exemption is applicable, such that the Category I Transactions constitute Fully-Exempt Continuing Connected Transactions of the Company, and are exempted from the annual reporting, annual review, announcement and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of the Proposed Caps for the Category II Transactions for the three years ending 31 December 2025 exceed 0.1% but are all below 5%, the Category II Transactions constitute Partially-Exempt Continuing Connected Transactions of the Company, and are subject to the reporting, announcement and annual review requirements, but exempted from the independent shareholders’ approval requirement under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of the Proposed Caps for the Category III Transactions for the three years ending 31 December 2025 exceed 5% and that the aggregate annual consideration payable thereunder, on an annual basis, exceeds HK\$10.0 million, the Category III Transactions constitute Non-Exempt Continuing Connected Transactions of the Company. The Category III Transactions and the relevant Proposed Caps are therefore subject to the reporting, announcement, annual review and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

## **GENERAL**

Mr. Sun, Mr. Liu Haitao and Mr. Shao Zhanguang, in view of their shareholding in ZIHG, have abstained from voting on the board resolutions for approving the New Continuing Connected Transactions and the Proposed Caps. Save as disclosed above, none of the Directors has abstained from voting on such board resolutions.

The Directors (excluding the independent non-executive Directors in respect of the Non-Exempt Continuing Connected Transactions) have confirmed that the New Continuing Connected Transactions Agreements are subject to arm's length negotiations between the Group and the relevant parties, and have been entered into by the Group in its ordinary and usual course of business and are either (i) on normal commercial terms or better, or (ii) on terms no less favourable to the Group than those available to or from (as appropriate) Independent Third Parties. The Directors (excluding the independent non-executive Directors in respect of the Non-Exempt Continuing Connected Transactions) are of the view that the terms of the New Continuing Connected Transaction Agreements, the New Continuing Connected Transactions and the relevant Proposed Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, to approve the Non-Exempt Continuing Connected Transactions. As at the date of this announcement, Zonqing International held 181,202,166 Shares, representing approximately 65.89% interests of the Company, which in turn was owned as to approximately (i) 27.00% by Mr. Sun (a non-executive Director and the chairman of the Board); (ii) 35.00% by Ms. Zhao Hongyu (the spouse of Mr. Sun); (iii) 5.00% by Mr. Liu Haitao (an executive Director and the vice-chairman of the Board); and Zonbong International held 14,054,104 Shares, representing approximately 5.11% interest of the Company, which in turn was owned as to (i) 60.11% by Mr. Liu Haitao; and (ii) 22.41% by Mr. Sun. In this connection, Zonqing International and Zonbong International will abstain from voting on the resolutions in relation to the Non-Exempt Continuing Connected Transactions at the EGM, in view of the interests of Ms. Zhao Hongyu, Mr. Sun and Mr. Liu Haitao in ZIHG. To the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, save as Zonqing International and Zonbong International, no Shareholder has a material interest in the resolutions in respect of the Non-Exempt Continuing Connected Transactions or should be required to abstain from voting on the resolutions to be proposed at the EGM.

An Independent Board Committee, comprising the independent non-executive Directors (namely Mr. Gao Xiangnong, Mr. Yin Jun and Mr. Lee Kwok Tung Louis), has been established to advise the Independent Shareholders, and Rainbow Capital (HK) Limited has been appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Non-Exempt Continuing Connected Transactions and the relevant Proposed Caps.

A circular containing, inter alia, (i) further details of the Non-Exempt Continuing Connected Transactions including the relevant Proposed Caps; (ii) a letter from the Independent Board Committee to the Independent Shareholders in relation to the Non-Exempt Continuing Connected Transactions and the relevant Proposed Caps; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Non-Exempt Continuing Connected Transactions and the relevant Proposed Caps; and (iv) a notice of the EGM, will be despatched to the Shareholders on or before 18 November 2022.

## **I. INTRODUCTION**

References are made to the prospectus of the Company dated 22 December 2020, the announcements of the Company dated 31 May 2021 and 7 October 2022, respectively, in respect of the Previous Continuing Connected Transaction Agreements entered into between the Group and ZIHG.

Since (i) the terms of the Previous Continuing Connected Transaction Agreements will end on 31 December 2022, and the Company expects that such transactions will continue thereafter; and (ii) the Company proposes to enter into two new framework agreements, namely, the Culture, Commerce and Tourism Project Management Services Framework Agreement and the General Contracting Management of Construction and Municipal Public Works Framework Agreement, with ZIHG to meet its business needs, the Board announces that on 28 October 2022 (after trading hours) the Group entered into the New Continuing Connected Transaction Agreements with ZIHG.

## **II. DETAILS OF NEW CONTINUING CONNECTED TRANSACTION AGREEMENTS**

Details of the New Continuing Connected Transaction Agreements, the Proposed Caps, as well as the actual historical transaction amounts and Existing Caps of the Previous Continuing Connected Transaction Agreements are set out below.

The following table sets forth the background of the New Continuing Connected Transaction Agreements:

<b>Name of connected person</b>	<b>Connected person's relationship with the Group</b>	<b>The New Continuing Connected Transaction Agreements</b>
ZIHG	As at the date of this announcement, ZIHG is owned as to approximately 27.00% by Mr. Sun (a non-executive Director and the chairman of the Board) (" <b>Mr. Sun</b> "), 35.00% by Ms. Zhao Hongyu (the spouse of Mr. Sun and hence is an associate of Mr. Sun), 5.00% by Mr. Liu Haitao (an executive Director, the vice-chairman of the Board and the chief executive officer of the Company), 5.00% by Mr. Shao Zhanguang (a non-executive Director), and 5.00% by Mr. Sun Juzhi (the brother of Mr. Sun and hence an associate of Mr. Sun). Mr. Sun, Ms. Zhao Hongyu, Mr. Liu Haitao, Mr. Shao Zhanguang and Mr. Sun Juzhi are controlling shareholders of the Company via their respective interests in Zonqing International Investment Limited (" <b>Zonqing International</b> ") and/or Zonbong International Investment Limited (" <b>Zonbong International</b> ").	<ul style="list-style-type: none"> <li>(a) New Equipment Usage Framework Agreement</li> <li>(b) New Survey and Design Services Framework Agreement</li> <li>(c) New Property Leasing Framework Agreement</li> <li>(d) Culture, Commerce and Tourism Project Management Services Framework Agreement</li> <li>(e) General Contracting Management of Construction and Municipal Public Works Framework Agreement</li> <li>(f) New Landscaping and Ecological Restoration Construction Works Services Framework Agreement</li> </ul>

A summary of the Proposed Caps for each of the New Continuing Connected Transaction Agreements is set out below:

	<b>2023</b>	<b>2024</b>	<b>2025</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b><i>Category I Transactions – Fully-Exempt Continuing Connected Transactions</i></b>			
(a) New Equipment Usage Framework Agreement	600	700	800
<b><i>Category II Transactions – Partially-Exempt Continuing Connected Transactions</i></b>			
(b) New Survey and Design Services Framework Agreement	20,000	20,000	20,000
(c) New Property Leasing Framework Agreement	4,500	4,800	4,800
(d) Culture, Commerce and Tourism Project Management Services Framework Agreement	30,000	40,000	40,000
(e) General Contracting Management of Construction and Municipal Public Works Framework Agreement	30,000	40,000	40,000
<b><i>Category III Transactions – Non-Exempt Continuing Connected Transactions</i></b>			
(f) New Landscaping and Ecological Restoration Construction Works Services Framework Agreement	150,000	160,000	170,000

## CATEGORY I TRANSACTIONS – FULLY-EXEMPT CONTINUING CONNECTED TRANSACTIONS

### A. New Equipment Usage Framework Agreement

#### 1. *Principal terms*

- Date** : 28 October 2022 (after trading hours)
- Parties** : (1) Company; and  
(2) ZIHG.
- Duration** : 1 January 2023 to 31 December 2025
- Subject matter** : The Group agreed to lease its water sprinkling vehicles to the ZIHG Connected Persons for their business use.
- Transaction principles** : As the New Equipment Usage Framework Agreement only sets out the framework of the transactions to be conducted, individual agreements shall be entered into between the Group and the ZIHG Connected Persons separately on normal commercial terms. The scope of the individual agreements shall not exceed the scope specified under the New Equipment Usage Framework Agreement. In the event of conflicts between the terms of the individual agreements and the New Equipment Usage Framework Agreement, the terms of the New Equipment Usage Framework Agreement shall prevail.
- Pricing principles** : The leasing fees to be charged shall be determined with reference to the fees charged by the Group under the same or similar transactions with Independent Third Parties. The Group would only enter into individual agreements under the New Equipment Usage Framework Agreement if the gross margin of the proposed transactions with the ZIHG Connected Persons are higher than, or at least equivalent to the gross margin offered to Independent Third Parties with respect to comparable services.

**Settlement method** : The method of settlement shall be agreed separately between the parties under the individual agreements with reference to (i) prevailing market practice; and (ii) the settlement method adopted under comparable transactions with Independent Third Parties.

**2. Historical data and Proposed Caps**

The table below summarises the historical transaction amounts and the Existing Caps under the Equipment Usage Framework Agreement:

	<b>2020</b> <i>RMB'000</i>	<b>2021</b> <i>RMB'000</i>	<b>2022</b> <i>RMB'000</i>
Existing Caps	136	139	200
Actual transaction amount (approximate)	77	136	161 <sup>(1)</sup>

*Note (1): The figure represents the unaudited historical transaction amount for the Relevant Period based on the Group's management accounts.*

The following sets forth the Proposed Caps under the New Equipment Usage Framework Agreement:

	<b>2023</b> <i>RMB'000</i>	<b>2024</b> <i>RMB'000</i>	<b>2025</b> <i>RMB'000</i>
Proposed Caps	600	700	800

The Proposed Caps are determined after considering, among others, the following factors:

- (i) the historical transaction amounts of the Group, including the historical transaction amounts with the ZIHG Connected Persons, and those under the Equipment Usage Framework Agreement;
- (ii) the status of the existing projects and projects in pipeline;
- (iii) the anticipated equipment usage demand of the ZIHG Connected Persons;
- (iv) the business growth of the Group; and
- (v) the prevailing market prices and market trend.



**3. *Reasons and benefits for the transactions***

In order for the Group to capture the business need and the continuous growth expected to be brought along by the increase in transaction amounts for the leasing of water sprinkling vehicles by the ZIHG Connected Persons, and given that the New Equipment Usage Framework Agreement is entered into by the Group in its ordinary and usual course of business and is on normal commercial terms or better, the Directors are of the view that it is in the interest of the Group and the Shareholders as a whole to enter into the New Equipment Usage Framework Agreement with ZIHG.

**CATEGORY II TRANSACTIONS – PARTIALLY-EXEMPT CONTINUING CONNECTED TRANSACTIONS**

**B. New Survey and Design Services Framework Agreement**

**1. *Principal terms***

- Date** : 28 October 2022 (after trading hours)
- Parties** : (1) Company; and  
(2) ZIHG.
- Duration** : 1 January 2023 to 31 December 2025
- Subject matter** : The Group is engaged to provide survey and design services for landscaping, ecological restoration and/or municipal public work projects to the ZIHG Connected Persons.
- Transaction principles** : As the New Survey and Design Services Framework Agreement only sets out the framework of the transactions to be conducted, individual agreements shall be entered into between the Group and the ZIHG Connected Persons separately on normal commercial terms. The scope of the individual agreements shall not exceed the scope specified under the New Survey and Design Services Framework Agreement. In the event of conflicts between the terms of the individual agreements and the New Survey and Design Services Framework Agreement, the terms of the New Survey and Design Services Framework Agreement shall prevail.

- Pricing principles** : The service fees to be charged shall be determined based on (i) a detailed cost budget with reference to the indicative price guided by the Engineering Survey and Design Fee Rates (《工程勘察設計收費標準》) published by the NDRC and MOHURD; (ii) the requirements of the relevant laws and regulations as promulgated by the governing authorities, where applicable; (iii) prevailing market prices and trend; and (iv) the gross margin offered to Independent Third Parties with respect to comparable services. The Group would only enter into individual agreements under the New Survey and Design Services Framework Agreements if the gross margin of the proposed transactions with the ZIHG Connected Persons are higher than, or at least equivalent to the gross margin offered to Independent Third Parties with respect to comparable services.
- Settlement method** : The method of settlement shall be agreed separately between the parties under the individual agreements with reference to (i) prevailing market practice; and (ii) the settlement method adopted under comparable transactions with Independent Third Parties.

## 2. *Historical data and Proposed Caps*

The table below summarises the historical transaction amounts and the Existing Caps under the Survey and Design Services Framework Agreement:

	<b>2020</b> <i>RMB'000</i>	<b>2021</b> <i>RMB'000</i>	<b>2022</b> <i>RMB'000</i>
Existing Caps	20,544	20,000	20,000
Actual transaction amount (approximate)	20,457	12,430	210 <sup>(1)</sup>

*Note (1): The figure represents the unaudited historical transaction amount for the Relevant Period based on the Group's management accounts.*

The following sets forth the Proposed Caps under the New Survey and Design Services Framework Agreement:

	<b>2023</b> <i>RMB'000</i>	<b>2024</b> <i>RMB'000</i>	<b>2025</b> <i>RMB'000</i>
Proposed Caps	20,000	20,000	20,000

The Proposed Caps are determined after considering, among others, the following factors:

- (i) the status of the existing projects and projects in the pipeline;
- (ii) the historical transaction amounts of the Group, including the historical amounts with the ZIHG Connected Persons and those under the Survey and Design Services Framework Agreement;
- (iii) the projects for which the ZIHG Connected Persons anticipate to engage the Group;
- (iv) the business growth of the Group; and
- (v) the prevailing market prices and market trend.

**3. *Reasons and benefits for the transactions***

Having considered, among others, (i) the Group provides survey and design services to its customers, including the ZIHG Connected Persons in its ordinary and usual course of business; (ii) the continuous business needs of the ZIHG Connected Persons; (iii) the Group's expertise and professional capabilities in this area; and (iv) the New Survey and Design Services Framework Agreement is entered into by the Group in its ordinary and usual course of business and is on normal commercial terms or better, the Directors are of the view that it is in the interest of the Group and the Shareholders as a whole to enter into the New Survey and Design Services Framework Agreement with ZIHG.

## C. New Property Leasing Framework Agreement

### 1. *Principal terms*

<b>Date</b>	:	28 October 2022 (after trading hours)
<b>Parties</b>	:	(1) Company; and (2) ZIHG.
<b>Duration</b>	:	1 January 2023 to 31 December 2025
<b>Subject matter</b>	:	The leasing of properties by the Group (as tenant) from the ZIHG Connected Persons (as landlord).
<b>Transaction principles</b>	:	As the New Property Leasing Framework Agreement only sets out the framework of the transactions to be conducted, individual agreements shall be entered into between the Group and the ZIHG Connected Persons separately on normal commercial terms. The scope of the individual agreements shall not exceed the scope specified under the New Property Leasing Framework Agreement. In the event of conflicts between the terms of the individual agreements and the New Property Leasing Framework Agreement, the terms of the New Property Leasing Services Framework Agreement shall prevail.
<b>Pricing principles</b>	:	The rent payable under the New Property Leasing Framework Agreement shall be determined after arm's length negotiations between the relevant parties with reference to the prevailing markets rates in respect of the comparable premises in the vicinity and the rent for comparable premises in the vicinity offered by Independent Third Parties to the Group. The Group would only enter into individual agreements under the New Property Leasing Framework Agreement if the rent payable to the ZIHG Connected Persons is equivalent to or lower than the rent payable by the Group to Independent Third Parties with respect to comparable premises in the vicinity.

**Settlement method** : The method of settlement shall be agreed separately between the parties under the individual agreements with reference to (i) prevailing market practice; and (ii) the method of settlement in respect of comparable premises in the vicinity offered by Independent Third Parties to the Group.

## 2. *Historical data and Proposed Caps*

The table below summarises the historical transaction amounts and the Existing Caps under the Property Leasing Framework Agreement:

	<b>2020</b> <i>RMB'000</i>	<b>2021</b> <i>RMB'000</i>	<b>2022</b> <i>RMB'000</i>
Existing Caps	2,700	3,000	3,100
Actual transaction amount (approximate)	2,589	2,601	2,737 <sup>(1)</sup>

*Note (1): The figure represents the unaudited historical transaction amount for the Relevant Period based on the Group's management accounts.*

The following sets forth the Proposed Caps under the New Property Leasing Framework Agreement:

	<b>2023</b> <i>RMB'000</i>	<b>2024</b> <i>RMB'000</i>	<b>2025</b> <i>RMB'000</i>
Proposed Caps	4,500	4,800	4,800

The Proposed Caps are determined after considering, among others, the following factors:

- (i) the terms and conditions of the existing property leasing agreements with the ZIHG Connected Persons;
- (ii) inflation rate in the PRC with reference to the Consumer Price Index published by National Bureau of Statistics of China;
- (iii) the market rent of comparable premises, taking into account the term of lease and the market trend and conditions;
- (iv) the Group's anticipated demand for office premises in the coming years; and
- (v) the business growth of the Group.

**3. *Reasons and benefits for the transactions***

Having considered, among others, (i) the Group's existing property leasing agreements with the ZIHG Connected Persons, and the costs and disruptions that may be caused if the Group is to relocate the relevant offices to other premises; (ii) the Group's entitlement to long-term property rights can be safeguarded under the New Property Leasing Framework Agreement; (iii) the ZIHG Connected Persons have a better understanding of the property requirements of the Group in relation to office premises; (iv) the geographical proximity with the ZIHG Connected Persons will facilitate the Group's business cooperation with them; and (v) the New Property Leasing Framework Agreement is entered into by the Group in its ordinary and usual course of business and is on normal commercial terms or better, the Directors are of the view that it is in the interest of the Group and the Shareholders as a whole to enter into the New Property Leasing Framework Agreement with ZIHG.

**D. Culture, Commerce and Tourism Project Management Services Framework Agreement**

**1. *Principal terms***

<b>Date</b>	:	28 October 2022 (after trading hours)
<b>Parties</b>	:	(1) Company; and (2) ZIHG.
<b>Duration</b>	:	1 January 2023 to 31 December 2025
<b>Subject matter</b>	:	The Group is engaged to provide consultation services to the ZIHG Connected Persons for their culture, commerce and tourism projects, including but not limited to, (i) preliminary consultation (e.g. natural resources classification, policy research, land usage analysis, market demand analysis); (ii) project planning (e.g. business model setup, design of the development plan and layout zoning); (iii) overall planning in aspects such as architectural design, landscape design and technical consultancy; and (iv) project operation.

- Transaction principles** : As the Culture, Commerce and Tourism Project Management Services Framework Agreement only sets out the framework of the transactions to be conducted, individual agreements shall be entered into between the Group and the ZIHG Connected Persons separately on normal commercial terms. The scope of the individual agreements shall not exceed the scope specified under the Culture, Commerce and Tourism Project Management Services Framework Agreement. In the event of conflicts between the terms of the individual agreements and the Culture, Commerce and Tourism Project Management Services Framework Agreement, the terms of the Culture, Commerce and Tourism Project Management Services Framework Agreement shall prevail.
- Pricing principles** : The service fees to be charged shall be determined with reference to (i) the requirements of the relevant laws and regulations as promulgated by the governing authorities, where applicable; (ii) prevailing market prices and trend; and (iii) the gross margin offered to Independent Third Parties with respect to comparable services. The Group would only enter into individual agreements under the Culture, Commerce and Tourism Project Management Services Framework Agreement if the gross margin of the proposed transactions with the ZIHG Connected Persons are higher than, or at least equivalent to the gross margin offered to Independent Third Parties with respect to comparable services.
- Settlement method** : The method of settlement shall be agreed separately between the parties under the individual agreements with reference to (i) prevailing market practice; and (ii) the settlement method adopted under comparable transactions with Independent Third Parties.

2. ***Proposed Caps***

The following sets forth the Proposed Caps under the Culture, Commerce and Tourism Project Management Services Framework Agreement:

	<b>2023</b>	<b>2024</b>	<b>2025</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Proposed Caps	30,000	40,000	40,000

The Proposed Caps are determined after considering, among others, the following factors:

- (i) the prevailing market prices and market trend;
- (ii) the status of the projects in pipeline;
- (iii) the projects for which the ZIHG Connected Persons anticipate to engage the Group; and
- (iv) the business growth of the Group.

3. ***Reasons and benefits for the transactions***

Having considered, among others, (i) the Group could better capture the business opportunities offered by ZIHG Connected Persons that engage in the development and operations of culture, commerce and tourism projects; (ii) the ZIHG Connected Persons are long-term reliable business partners of the Group where the parties are familiar with the operational needs and requirements of each other; and (iii) the Culture, Commerce and Tourism Project Management Services Framework Agreement is entered into by the Group in its ordinary and usual course of business and is on normal commercial terms or better, the Directors are of the view that the transactions contemplated under the Culture, Commerce and Tourism Project Management Services Framework Agreement are beneficial to the business operation of the Group, such that it is in the interest of the Group and the Shareholders as a whole to enter into the Culture, Commerce and Tourism Project Management Services Framework Agreement.



**E. General Contracting Management of Construction and Municipal Public Works Framework Agreement**

**1. Principal terms**

<b>Date</b>	:	28 October 2022 (after trading hours)
<b>Parties</b>	:	(1) Company; and (2) ZIHG.
<b>Duration</b>	:	1 January 2023 to 31 December 2025
<b>Subject matter</b>	:	The Group is engaged to provide general management services to the construction projects of the ZIHG Connected Person, including management and supervision services for construction and municipal public works.
<b>Transaction principles</b>	:	As the General Contracting Management of Construction and Municipal Public Works Framework Agreement only sets out the framework of the transactions to be conducted, individual agreements shall be entered into between the Group and the ZIHG Connected Persons separately on normal commercial terms. The scope of the individual agreements shall not exceed the scope specified under the General Contracting Management of Construction and Municipal Public Works Framework Agreement. In the event of conflicts between the terms of the individual agreements and the General Contracting Management of Construction and Municipal Public Works Framework Agreement, the terms of the General Contracting Management of Construction and Municipal Public Works Framework Agreement shall prevail.

**Pricing principles** : The service fees to be charged shall be determined based on (i) a detailed cost budget with reference to the indicative price guided by the Engineering Survey and Design Fee Rates (《工程勘察設計收費標準》) published by NDRC and MOHURD; (ii) a detailed cost budget with reference to the indicative price guided by the Measures to Preparation of Municipal Public Works Investment Estimation (《市政工程投資估算編制辦法》) issued by the MOHURD (with respect to general contracting management services for municipal public works); (iii) the requirements of the relevant laws and regulations as promulgated by the governing authorities, where applicable; (iv) prevailing market prices and trend; and (v) the gross margin offered to Independent Third Parties with respect to comparable services. The Group would only enter into individual agreements under the General Contracting Management of Construction and Municipal Public Works Framework Agreement if the gross margin of the proposed transactions with the ZIHG Connected Persons are higher than, or at least equivalent to the gross margin offered to Independent Third Parties with respect to comparable services.

**Settlement method** : The method of settlement shall be agreed separately between the parties under the individual agreements with reference to (i) prevailing market practice; and (ii) the settlement method adopted under comparable transactions with Independent Third Parties.

## 2. *Proposed Caps*

The following sets forth the Proposed Caps under the General Contracting Management of Construction and Municipal Public Works Framework Agreement:

	<b>2023</b>	<b>2024</b>	<b>2025</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Proposed Caps	30,000	40,000	40,000

The Proposed Caps are determined after considering, among others, the following factors:

- (i) prevailing market prices and market trend;
- (ii) the status of the projects in pipeline;
- (iii) the projects for which the ZIHG Connected Persons anticipate to engage the Group; and
- (iv) the business growth of the Group.

## 3. *Reasons and benefits for the transactions*

Having considered, among others, (i) one of the Group's subsidiaries, Zonbong Shanshui Planning and Design Limited\* (中邦山水規劃設計有限公司), has newly obtained the relevant qualifications to provide general contracting management services for certain municipal public works in the first half of 2022; (ii) the Group has acquired Jilin Province Jinghe Design Engineering Co., Ltd.\* (吉林省境和設計工程有限公司) ("**Jilin Jinghe Design**") in mid-2022 as a subsidiary of the Group, and Jilin Jinghe Design possesses the relevant qualifications and is equipped with a pool of experienced staff for the provision of services in consulting, planning, design and management of construction projects; (iii) the Group could better capture the business opportunities offered by the ZHIG Connected Persons that have relevant business needs including construction project management; (iv) the ZIHG Connected Persons are long-term reliable business partners of the Group where the parties are familiar with the operational needs and requirements of each other; and (v) the General Contracting Management of Construction and Municipal Public Works Framework Agreement is entered into by the Group in its ordinary and usual course of business and is on normal commercial terms or better, the Directors are of the view that the transactions contemplated under the General Contracting Management of Construction and Municipal Public Works Framework Agreement are beneficial to the business operation of the Group, such that it is in the interest of the Group and the Shareholders as a whole to enter into the General Contracting Management of Construction and Municipal Public Works Framework Agreement.

**CATEGORY III TRANSACTIONS – NON-EXEMPT CONTINUING  
CONNECTED TRANSACTIONS**

**F. New Landscaping and Ecological Restoration Construction Works  
Services Framework Agreement**

**1. Principal terms**

<b>Date</b>	:	28 October 2022 (after trading hours)
<b>Parties</b>	:	(1) Company; and (2) ZIHG.
<b>Duration</b>	:	1 January 2023 to 31 December 2025
<b>Subject matter</b>	:	The Group is engaged to provide certain landscaping and ecological restoration construction works services to the ZIHG Connected Persons.
<b>Transaction principles</b>	:	As the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement only sets out the framework of the transactions to be conducted, individual agreements shall be entered into between the Group and the ZIHG Connected Persons separately on normal commercial terms. The scope of the individual agreements shall not exceed the scope specified under the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement. In the event of conflicts between the terms of the individual agreements and the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement, the terms of the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement shall prevail.

- Pricing principles** : The service fees to be charged shall be determined by (i) the indicative price guided by the Code of Bills of Quantities and Valuation for Construction Works (《建設工程工程量清單計價規範》) published by the MOHURD and the GAQSIQ; (ii) prevailing market prices and trend; and (iii) the gross margin offered to Independent Third Parties with respect to comparable services. The Group would only enter into individual agreements under the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement if the gross margin of the proposed transactions with the ZIHG Connected Persons are higher than, or at least equivalent to the gross margin offered to Independent Third Parties with respect to comparable services.
- Settlement method** : The method of settlement shall be agreed separately between the parties under the individual agreements with reference to (i) prevailing market practice; and (ii) the settlement method adopted under comparable transactions with Independent Third Parties.
- Conditions precedent** : The New Landscaping and Ecological Restoration Construction Works Services Framework Agreement are effective upon fulfillment of the following conditions precedent:
- (i) approval(s) by the Independent Shareholders having been obtained for the transactions contemplated under the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement; and
  - (ii) the requirements (if any) of the relevant regulatory authorities including the Stock Exchange with respect to the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement having been satisfied.

## 2. *Historical data and Proposed Caps*

The table below summarises the historical transaction amounts and the Existing Caps under the Landscaping and Ecological Restoration Construction Works Framework Agreement:

	<b>2020</b> <i>RMB'000</i>	<b>2021</b> <i>RMB'000</i>	<b>2022</b> <i>RMB'000</i>
Existing Caps	70,777	141,301	141,301
Actual transaction amount (approximate)	53,232	112,255	18,001 <sup>(1)</sup>

*Note (1): The figure represents the unaudited historical transaction amount for the Relevant Period based on the Group's management accounts.*

The following sets forth the Proposed Caps under the New Landscaping and Ecological Restoration Construction Works Framework Agreement:

	<b>2023</b> <i>RMB'000</i>	<b>2024</b> <i>RMB'000</i>	<b>2025</b> <i>RMB'000</i>
Proposed Caps	150,000	160,000	170,000

The Proposed Caps are determined after considering, among others, the following factors:

- (i) the status of the existing projects and projects in the pipeline;
- (ii) the historical transaction amounts of the Group, including the historical transaction amounts with the ZIHG Connected Persons and those under the Landscaping and Ecological Restoration Construction Works Framework Agreements;
- (iii) the projects for which the ZIHG Connected Persons anticipate to engage the Group;
- (iv) the business growth of the Group; and
- (v) the prevailing market prices and market trend.

### **3. *Reasons and benefits for the transactions***

Having considered, among others, (i) the Group in its ordinary course of business provides landscaping and ecological restoration construction works services to its customers, including ZIHG Connected Persons; (ii) the continuous business needs of the ZIHG Connected Persons; (iii) the Group's expertise and professional capabilities in this area; and (iv) the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement is entered by the Group in its ordinary and usual course of business and is on normal commercial terms or better, the Directors are of the view that it is in the interest of the Group and the Shareholders as a whole to enter into the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement with ZIHG.

## **III. INFORMATION OF THE GROUP AND ZIHG**

### **The Company and the Group**

The Company was incorporated in the Cayman Islands and registered as an exempted company with limited liability under the Companies Act of the Cayman Islands on 8 March 2019. The Company is an investment holding company.

The Group is an established service provider for landscaping and ecological restoration projects in the Three Northeast Provinces of the PRC and it is principally engaged in landscaping, ecological restoration and other related projects.

### **ZIHG**

ZIHG is a company established in the PRC with limited liability on 16 May 2014. As at the Latest Practicable Date, ZIHG was owned as to approximately 35.00% by Ms. Zhao Hongyu, 27.00% by Mr. Sun, 10.00% by Ms. Li Ping, 5.00% by Mr. Hou Baoshan, 5.00% by Mr. Liu Haitao, 5.00% by Mr. Shao Zhanguang, 5.00% by Mr. Sun Juzhi, 4.00% by Mr. Shan Dejiang, 1.00% by Mr. Li Peng, 1.00% by Mr. Liu Changli, 1.00% by Mr. Wei Xiaoguang and 1.00% by Mr. Weng Hongzhao. Together with other members of the ZIHG Group, it mainly engages in the infrastructure and municipal construction works business and other businesses.

#### **IV. INTERNAL CONTROL MEASURES**

In order to ensure continuous compliance with the Proposed Caps and the relevant requirements under Chapter 14A of the Listing Rules, the Company has adopted the internal control measures below:

1. The project team of the Group regularly communicates and updates the project status with the chief financial officer of our Company (“**CFO**”), and the CFO and other managements of the Group continually monitor and review the utilised amount of the annual cap and assess whether the transaction amounts during the financial year are likely to exceed the annual cap as approved by the Board and/or the independent Shareholders (as the case may be). If the utilised amount of the annual cap are expected to be exceeded before the end of the financial year, or in case of delay in progress of the construction work and the annual caps for the current and/or the coming financial year(s) are likely to be exceeded, the relevant personnel from the finance department will notify the CFO immediately so that the Company will be able to undertake the relevant procedures to comply with the relevant requirements under Chapter 14A of the Listing Rules to revise the Proposed Caps accordingly in a timely manner.
2. The independent non-executive Directors review the continuing connected transactions of the Company on a quarterly basis to consider whether all of the continuing connected transactions of the Group are entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, or, if applicable, are conducted in accordance with the relevant pricing policies and on terms that are fair and reasonable and in the interests of the Company and Shareholders as a whole.
3. The auditors of the Company review the terms and annual caps of the continuing connected transactions contemplated under the relevant contracts on an annual basis.
4. The Company provides training to the Directors and the relevant personnel on the above internal control policies and on the relevant requirements in relation to continuing connected transactions under Chapter 14A of the Listing Rules so as to strengthen their awareness on the compliance requirements and periodically conducts the aforesaid training to ensure that all the above parties maintain their awareness on compliance requirements concerning continuing connected transactions.



## V. IMPLICATIONS OF THE LISTING RULES

As at the date of this announcement, ZIHG is owned as to approximately 27.00% by Mr. Sun (a non-executive Director and the chairman of the Board), 35.00% by Ms. Zhao Hongyu (the spouse of Mr. Sun and hence an associate of Mr. Sun), 5.00% by Mr. Liu Haitao (an executive Director, the vice-chairman of the Board and the chief executive officer of the Company), 5.00% by Mr. Shao Zhanguang (a non-executive Director), and 5.00% by Mr. Sun Juzhi (the brother of Mr. Sun and hence an associate of Mr. Sun). Mr. Sun, Ms. Zhao Hongyu, Mr. Liu Haitao, Mr. Shao Zhanguang and Mr. Sun Juzhi are controlling shareholders of the Company via their respective interests in Zonqing International and/or Zonbong International. Therefore, ZIHG is a connected person of the Company under the Listing Rules, and accordingly the ZIHG Connected Persons are also connected persons of the Company. Therefore, the transactions contemplated under the New Continuing Connected Transaction Agreements constitute continuing connected transactions of the Company under the Listing Rules.

As each of the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of the Proposed Caps for the Category I Transactions for the three years ending 31 December 2025 is below 0.1%, the de minimis exemption, such that the Category I Transactions constitute Fully-Exempt Continuing Connected Transactions of the Company and are exempted from the annual reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of the Proposed Caps for the Category II Transactions for the three years ending 31 December 2025 exceed 0.1% but are all below 5%, the Category II Transactions constitute Partially-Exempt Continuing Connected Transactions of the Company, and are subject to the reporting, announcement and annual review requirements, but exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of the Proposed Caps for the Category III Transactions for the three years ending 31 December 2025 exceed 5%, and that the aggregate annual consideration payable under, on an annual basis, exceeds HK\$10.0 million, the Category III Transactions constitute Non-Exempt Continuing Connected Transactions of the Company, and are subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## VI. GENERAL

Mr. Sun, Mr. Liu Haitao and Mr. Shao Zhanguang, in view of their shareholding in ZIHG, have abstained from voting on the board resolutions for approving the New Continuing Connected Transactions and the Proposed Caps. Save as disclosed above, none of the Directors has abstained from voting on such board resolutions.

The Directors (excluding the independent non-executive Directors in respect of the Non-Exempt Continuing Connected Transactions) have confirmed that the New Continuing Connected Transactions Agreements are subject to arm's length negotiation between the Group and the relevant parties, and have been entered into by the Group in its ordinary and usual course of business and are either (i) on normal commercial terms or better, or (ii) on terms no less favourable to the Group than those available to or from (as appropriate) Independent Third Parties. The Directors (excluding the independent non-executive Directors in respect of the Non-Exempt Continuing Connected Transactions) are of the view that the terms of the New Continuing Connected Transaction Agreements, the New Continuing Connected Transactions and the relevant Proposed Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, to approve the Non-Exempt Continuing Connected Transactions. As at the date of this announcement, Zonqing International held 181,202,166 Shares, representing approximately 65.89% interests of the Company, which in turn was owned as to approximately (i) 27.00% by Mr. Sun (a non-executive Director and the chairman of the Board); (ii) 35.00% by Ms. Zhao Hongyu (the spouse of Mr. Sun); (iii) 5.00% by Mr. Liu Haitao (an executive Director and vice-chairman of the Board); and Zonbong International held 14,054,104 Shares, representing approximately 5.11% interest of the Company, which in turn was owned as to (i) 60.11% by Mr. Liu Haitao; and (ii) 22.41% by Mr. Sun. In this connection, Zonqing International and Zonbong International will abstain from voting on the resolutions in relation to the Non-Exempt Continuing Connected Transactions at the EGM, in view of the interests of Ms. Zhao Hongyu, Mr. Sun and Mr. Liu Haitao in ZIHG. To the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, save as Zonqing International and Zonbong International, no Shareholder has a material interest in the resolutions in respect of the Non-Exempt Continuing Connected Transactions or should be required to abstain from voting on the resolutions to be proposed at the EGM.

An Independent Board Committee, comprising the independent non-executive Directors (namely Mr. Gao Xiangnong, Mr. Yin Jun and Mr. Lee Kwok Tung Louis), has been established to advise the Independent Shareholders, and Rainbow Capital (HK) Limited has been appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Non-Exempt Continuing Connected Transactions and the relevant Proposed Caps.

A circular containing, inter alia, (i) further details of the Non-Exempt Continuing Connected Transactions including the relevant Proposed Caps; (ii) a letter from the Independent Board Committee to the Independent Shareholders in relation to the Non-Exempt Continuing Connected Transactions and the relevant Proposed Caps; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Non-Exempt Continuing Connected Transactions and the relevant Proposed Caps; and (iv) a notice of the EGM, will be despatched to the Shareholders on or before 18 November 2022.

## VII. DEFINITIONS

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

“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this announcement
“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 on 8 March 2019
“Category I Transactions”	the transactions contemplated under the New Equipment Usage Framework Agreement
“Category II Transactions”	the transactions contemplated under: <ol style="list-style-type: none"><li>i. the New Survey and Design Services Framework Agreement;</li><li>ii. the New Property Leasing Framework Agreement;</li><li>iii. the Culture, Commerce and Tourism Project Management Services Framework Agreement; and</li><li>iv. the General Contracting Management of Construction and Municipal Public Works Framework Agreement</li></ol>

“Category III Transactions”	the transactions contemplated under the New Landscaping and Ecological Restoration Construction Works Services Framework Agreement
“Culture, Commerce and Tourism Project Management Services Framework Agreement”	the culture, commerce and tourism project management services framework agreement dated 28 October 2022 in relation to the provision of culture, commerce and tourism projects-related consultancy services by the Group to the ZIHG Connected Persons
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, approve, inter alia, the Non-Exempt Continuing Connected Transactions and the relevant Proposed Caps
“Equipment Usage Framework Agreement”	the equipment usage framework agreement dated 14 December 2020 in relation to the lease of its water sprinkling vehicles by the Group to the ZIHG Connected Persons for the period from 6 January 2021 to 31 December 2022
“Existing Cap(s)”	the existing cap(s) (as applicable) for the Previous Continuing Connected Transactions
“Fully-Exempt Continuing Connected Transactions”	being the Category I Transactions, for which the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules is below 0.1%. and, accordingly, are exempted from the annual reporting, annual review, announcement and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules
“GAQSIQ”	the General Administration of Quality Supervision Inspection and Quarantine of the PRC (中華人民共和國國家質量監督檢驗檢疫總局)

“General Contracting Management of Construction and Municipal Public Works Framework Agreement”	the general contracting management of construction and municipal public works framework agreement dated 28 October 2022 in relation to the provision of management and supervision services for construction and municipal public works by the Group to the ZIHG Connected Persons
“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 PRC
“Independent Board Committee”	a committee of the Board comprising the independent non-executive Directors, namely Mr. Gao Xiangnong, Mr. Yin Jun and Mr. Lee Kwok Tung Louis
“Independent Financial Adviser”	Rainbow Capital (HK) Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) of the regulated activities under the SFO, being the independent financial adviser of the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the New Landscaping and Ecological Restoration Construction Work Services Framework Agreement, and the transactions contemplated thereunder
“Independent Shareholders”	Shareholders who are not required to abstain from voting at the EGM
“Independent Third Party(ies)”	a person or entity who is not a connected person of the Company under the Listing Rules
“Landscaping and Ecological Restoration Construction Work Services Framework Agreement”	the landscaping and ecological restoration construction work services framework agreement dated 14 December 2020 in relation to the provision of certain landscaping and ecological restoration construction works services by the Group to the ZIHG Connected Persons for the period from 6 January 2021 to 31 December 2022

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOHURD”	the Ministry of Housing and Urban – Rural Development of the PRC (中華人民共和國住房和城鄉建設部)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“New Continuing Connected Transactions”	the transactions contemplated under the New Continuing Connected Transaction Agreements
“New Continuing Connected Transaction Agreements”	mean the following agreements: <ul style="list-style-type: none"> <li>(a) New Equipment Usage Framework Agreement;</li> <li>(b) New Survey and Design Services Framework Agreement;</li> <li>(c) New Property Leasing Framework Agreement;</li> <li>(d) Culture, Commerce and Tourism Project Management Services Framework Agreement;</li> <li>(e) General Contracting Management of Construction and Municipal Public Works Framework Agreement; and</li> <li>(f) New Landscaping and Ecological Restoration Construction Works Services Framework Agreement</li> </ul>
“New Equipment Usage Framework Agreement”	the equipment usage framework agreement dated 28 October 2022 in relation to the lease of its water sprinkling vehicles by the Group to the ZIHG Connected Persons
“New Landscaping and Ecological Restoration construction Work Services Framework Agreement”	the landscaping and ecological restoration construction work services framework agreement dated 28 October 2022 in relation to the provision of certain landscaping and ecological restoration construction works services by the Group to the ZIHG Connected Persons

“New Property Leasing Framework Agreement”	the property leasing framework agreement dated 28 October 2022 in relation to the lease of certain properties by the ZIHG Connected Persons (as landlord) to the Group (as tenant)
“New Survey and Design Services Framework Agreement”	the survey and design services framework agreement dated 28 October 2022 in relation to the provision of survey and design services for landscaping, ecological restoration and/or municipal works projects by the Group to the ZIHG Connected Persons
“Non-Exempt Continuing Connected Transactions”	being the Category III Transactions, for which the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules exceed 5%, and, accordingly, are subject to the reporting, announcement, annual review and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules
“Partially-Exempt Continuing Connected Transactions”	being the Category II Transactions, for which the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules exceed 0.1% but do not exceed 5% and, accordingly, are subject to the reporting, announcement and annual review requirements but are exempted from the independent shareholders’ approval requirement under Chapter 14A of the Listing Rules
“Previous Continuing Connected Transaction Agreements”	<p>mean the following agreements:</p> <ul style="list-style-type: none"> <li data-bbox="678 1393 1410 1436">(i) the Equipment Usage Framework Agreement;</li> <li data-bbox="678 1478 1410 1564">(ii) the Survey and Design Services Framework Agreement;</li> <li data-bbox="678 1606 1410 1681">(iii) the Property Leasing Framework Agreement; and</li> <li data-bbox="678 1723 1410 1838">(iv) the Landscaping and Ecological Restoration Construction Works Services Framework Agreement</li> </ul>



“Property Leasing Framework Agreement”	the property leasing framework agreement dated 14 December 2020 in relation to the lease of certain properties by the ZIHG Connected Persons (as landlord) to the Group (as tenant) for the period from 6 January 2021 to 31 December 2022
“Proposed Cap(s)”	proposed annual cap(s) for the New Continuing Connected Transactions for the three years ending 31 December 2025, the details of which are set out in the section headed “II. Details of Continuing Connected Transactions” in this announcement
“Relevant Period”	relevant period commencing from 1 January 2022 and ending on 20 October 2022, being the latest practicable date prior to the publication of this announcement for the purpose of ascertaining certain information contained herein
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.001 each in the issued share capital of the Company
“Shareholder(s)”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Survey and Design Services Framework Agreement”	the survey and design services framework agreement dated 14 December 2020 in relation to the provision of survey and design services for landscaping, ecological restoration and/or municipal works projects by the Group to the ZIHG Connected Persons for the period from 6 January 2021 to 31 December 2022
“Three Northeast Provinces”	Jilin Province, Liaoning Province and Heilongjiang Province in the PRC
“ZIHG”	Zhongqing Investment Holding Group Limited Liability Company* (中慶投資控股(集團)有限責任公司), formerly known as Changchun Mingju Commerce Limited* (長春市銘聚商貿有限責任公司), a company established under the laws of the PRC with limited liability on 16 May 2014



“ZIHG Group”	ZIHG together with its subsidiaries and associates
“ZIHG Connected Persons”	ZIHG, together with its subsidiaries and associates, and/or entities which the ZIHG Group owned 30% or more
“%”	per cent

\* *For identification purpose only*

*In this announcement, the terms “associate”, “connected person”, “controlling shareholder”, “percentage ratios” and “subsidiary” have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

By order of the Board  
**ZONBONG LANDSCAPE Environmental Limited**  
**Liu Haitao**  
*Vice-chairman and executive Director*

Hong Kong, 28 October 2022

*As at the date of this announcement, the Board of the Company comprises Mr. Liu Haitao (vice-chairman), Mr. Wang Xudong and Ms. Wang Yan as executive Directors, Mr. Sun Juqing (chairman), 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.*