

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Zhongjin Technology Services Group Company Limited 中金科技服務集團股份有限公司 (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, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**ZHONGJIN TECHNOLOGY SERVICES GROUP COMPANY LIMITED**

**中金科技服務集團股份有限公司**

*(formerly known as ZZ Capital International Limited 中植資本國際有限公司)*

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

**(Stock Code: 08295)**

**GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
EXTENSION OF THE SHARE ISSUE MANDATE,  
RE-ELECTION OF RETIRING DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (“AGM”) to be held at 11/F, 8 Queen’s Road Central, Hong Kong on Wednesday, 11 August 2021 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is enclosed. If you wish to appoint proxy(ies), you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon, and return it to the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcements” page of the website of GEM of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company at [www.zhongjintechnology.com](http://www.zhongjintechnology.com).

**PRECAUTIONARY MEASURES FOR THE AGM**

To safeguard the health and safety of shareholders of the Company (the “Shareholders”) and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

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

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

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

Hong Kong, 30 June 2021

## CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.

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## DEFINITIONS

*In this circular, the expressions below have the meanings respectively set opposite them unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to be held at 11/F, 8 Queen’s Road Central, Hong Kong on Wednesday, 11 August 2021 at 11:00 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company currently in force, as may be amended 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 thereto under the GEM Listing Rules
“Company”	Zhongjin Technology Services Group Company Limited 中金科技服務集團股份有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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
“Latest Practicable Date”	23 June 2021, being the latest practicable date for ascertaining certain information in this circular prior to the printing of this circular
“Memorandum”	the memorandum of association of the Company currently in force, as may be amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

## DEFINITIONS

“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution
“Shareholder(s)”	the registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

**LETTER FROM THE BOARD**

**ZHONGJIN TECHNOLOGY SERVICES GROUP COMPANY LIMITED**

**中金科技服務集團股份有限公司**

*(formerly known as ZZ Capital International Limited 中植資本國際有限公司)*

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

**(Stock Code: 08295)**

*Executive Directors:*

Mr. NIU Zhanbin (*Chairman*)

Mr. JIANG Yulin (*Chief Executive Officer*)

Mr. WU Hui (*Chief Operating Officer*)

*Registered office:*

P.O. Box 309, Uglund House

Grand Cayman, KY1-1104

Cayman Islands

*Independent Non-executive Directors:*

Mr. Stephen MARKSCHEID

Mr. ZHANG Weidong

Mr. ZENG Liang

*Head office and principal place*

*of business in Hong Kong:*

11/F, 8 Queen's Road Central

Hong Kong

30 June 2021

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
EXTENSION OF THE SHARE ISSUE MANDATE,  
RE-ELECTION OF RETIRING DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, among other matters, the following:

- (i) the proposed granting of Share Issue Mandate;
- (ii) the proposed granting of Share Buy-back Mandate;
- (iii) the proposed extension of Share Issue Mandate; and
- (iv) the re-election of retiring Directors.

## **LETTER FROM THE BOARD**

### **2. SHARE ISSUE MANDATE**

At the annual general meeting of the Company held on 11 August 2020, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. In order to enable the Company to take advantage of market conditions to raise additional capital for the Company, an ordinary resolution will be proposed at the AGM to grant to the Directors the Share Issue Mandate, details of which are set out in ordinary resolution no. 5 of the notice of the AGM.

As at the Latest Practicable Date, there were 4,188,519,590 Shares in issue. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company would be authorised under the Share Issue Mandate to allot, issue and deal with up to a maximum of 837,703,918 Shares.

### **3. SHARE BUY-BACK MANDATE**

At the annual general meeting of the Company held on 11 August 2020, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed to grant to the Directors the Share Buy-back Mandate, details of which are set out in ordinary resolution no. 6 of the notice of the AGM.

An explanatory statement as required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix I to this circular.

### **4. EXTENSION OF THE SHARE ISSUE MANDATE**

Conditional upon the passing of the resolutions to grant the Share Issue Mandate and the Share Buy-back Mandate, an ordinary resolution to extend the Share Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will be proposed at the AGM.

### **5. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Articles 16.2 and 16.18, Mr. Stephen MARKSCHEID, Mr. ZHANG Weidong and Mr. ZENG Liang shall hold office until the AGM and being eligible, will offer themselves for re-election at the AGM.

Biographical details of retiring Directors are set out in Appendix II to this circular.

## LETTER FROM THE BOARD

### **6. RECOMMENDATION OF THE NOMINATION COMMITTEE WITH RESPECT TO THE INDEPENDENT NON-EXECUTIVE DIRECTORS SUBJECT TO RE-ELECTION AT THE AGM**

The Nomination Committee had assessed and reviewed the written confirmation of independence of Mr. Stephen MARKSCHEID (“Mr. Markscheid”), Mr. ZHANG Weidong (“Mr. Zhang”) and Mr. ZENG Liang (“Mr. Zeng”), the independent non-executive Directors who has offered themselves for re-election at the AGM based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. In addition, the Nomination Committee evaluated their performance and is of the view that they will/have provided valuable contributions to the Company and has demonstrated their abilities to provide independent, balanced and objective view to the Company’s affairs.

The Nomination Committee is also of the view that Mr. Markscheid, Mr. Zhang and Mr. Zeng would bring to the Board their own perspective, skills and experience, as further described in their biography in Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Markscheid, Mr. Zhang and Mr. Zeng can contribute to the diversity of the Board, in particular, with their strong educational background and professional experience in their expertise.

Therefore, with the recommendation of the Nomination Committee, the Board has nominated Mr. Markscheid, Mr. Zhang and Mr. Zeng for re-election as independent non-executive Directors at the AGM.

### **7. AGM**

A notice convening the AGM to be held at 11/F, 8 Queen’s Road Central, Hong Kong on Wednesday, 11 August 2021 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company’s website ([www.zhongjintechology.com](http://www.zhongjintechology.com)). If you wish to appoint proxy(ies), you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon, and return it to the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.



## LETTER FROM THE BOARD

### 8. VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules and Article 13.6, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the GEM Listing Rules.

### 9. RECOMMENDATION

As explained in this circular, the Directors consider that the Share Issue Mandate, the Share Buy-back Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and its Shareholders. The Directors therefore recommend the Shareholders to vote in favour of all relevant resolutions to be proposed at the AGM.

### 10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. 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.

### 11. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,  
By Order of the Board  
**Zhongjin Technology Services Group Company Limited**  
中金科技服務集團股份有限公司  
**NIU Zhanbin**  
*Chairman*

## APPENDIX I EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

*This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to the Shareholders for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the Share Buy-back Mandate.*

### **1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS**

The GEM Listing Rules prohibit a company from knowingly purchasing shares from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the GEM Listing Rules), and a core connected person is prohibited from knowingly selling his/her/its shares to the Company, on GEM.

As at the Latest Practicable Date, to the best knowledge of the Directors, having made all reasonable enquiries, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Share Buy-back Mandate is approved by the Shareholders.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,188,519,590 Shares.

Subject to the passing of the ordinary resolution no. 6 set out in the notice of the AGM in respect of the Share Buy-back Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Directors would be authorised under the Share Buy-back Mandate to repurchase up to a maximum of 418,851,959 Shares, representing 10% of the issued share capital of the Company as at the date of the AGM, during the period from the date on which such resolution is passed until the date of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable law of the Cayman Islands to be held; or (iii) the revocation or variation of the Share Buy-Back Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

### **3. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares at any time they consider appropriate for the enhancement of long-term shareholder value. An exercise of the Share Buy-back Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

#### **4. FUNDING OF REPURCHASES**

Repurchases will be funded entirely from the Company's available cash flow or working capital from time to time which will be funds legally available under the Cayman Islands law and the Memorandum and the Articles for such purposes.

#### **5. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited consolidated accounts contained in the annual report of the Company for the year ended 31 March 2021) in the event that the Share Buy-back Mandate was to be carried out in full. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

#### **6. SHARES PRICES**

The highest and lowest prices per Share at which the Shares have traded on GEM during each of the previous twelve months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Price per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
June	0.79	0.64
July	0.69	0.58
August	0.70	0.54
September	0.66	0.56
October	0.85	0.58
November	0.76	0.66
December	0.73	0.60
<b>2021</b>		
January	1.10	0.58
February	1.15	0.98
March	1.14	0.95
April	1.10	0.80
May	0.84	0.60
June (up to the Latest Practicable Date)	0.98	0.63

## **7. DIRECTORS AND THEIR CLOSE ASSOCIATES**

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates, has any present intention to sell any Shares to the Company, in the event that the Share Buy-back Mandate is approved by the Shareholders.

## **8. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate and in accordance with the GEM Listing Rules and applicable laws of the Cayman Islands.

## **9. EFFECT OF TAKEOVERS CODE**

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

To the best knowledge of the Company, as at the Latest Practicable Date, Zhong Zhi Xin Zhuo Capital Company Limited ("ZZXZ") and Kang Bang Qi Hui (HK) Company Limited ("Kang Bang"), which are controlled by Mr. Xie Zhikun ("Mr. Xie"), control the exercise of voting rights of 2,409,823,718 Shares and 455,820,525 Shares respectively, representing approximately 57.53% and 10.88% of the total issued Shares.

On the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, and in the event that the Share Buy-Back Mandate is exercised in full, the aggregate interest of Mr. Xie in the issued share capital of the Company, through ZZXZ and Kang Bang, will be increased from 68.41% to 76.02%. Provided that the shareholding of Mr. Xie in the Company does not fall below 50% subsequent to the Latest Practicable Date, Mr. Xie is not subject to any mandatory offer obligation pursuant to Rule 26 of the Takeovers Code as a result of the repurchases of Shares by the Company.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

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

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) during the six months immediately prior to the Latest Practicable Date.

*The followings are the particulars of the retiring Directors proposed to be re-elected at the AGM:*

**(1) Mr. Stephen MARKSCHEID (“Mr. Markscheid”)**

Mr. Stephen MARKSCHEID, aged 67, joined the Group in June 2016 as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee of the Company.

Mr. Markscheid is the chairman of Still Waters Green Technology Limited, a UK based renewable energy developer. He currently serves as an independent director of Fanhua Inc., Jinko Solar Inc. and Xiaobai Maimai, Inc. Fanhua Inc. and Xiaobai Maimai Inc. are listed on The NASDAQ Stock Market (“NASDAQ”) while Jinko Solar Inc. is listed on The New York Stock Exchange (“NYSE”). Mr. Markscheid also served as independent director of China Integrated Energy Corporation (a company previously listed on NASDAQ) and China Ming Yang Wind Power Group Limited (a company previously listed on NYSE). He is also a trustee emeritus of Princeton-in-Asia. From 1998–2006, Mr. Markscheid worked for GE Capital (“GE”). During his time with GE, Mr. Markscheid led GE’s business development activities in China and Asia Pacific, primarily acquisitions and direct investments. Prior to GE, Mr. Markscheid worked with the Boston Consulting Group throughout Asia. He was a commercial banker for ten years in London, Chicago, New York, Hong Kong and Beijing with Chase Manhattan Bank and First National Bank of Chicago and has years of professional experience in the financial services industries. Mr. Markscheid obtained a bachelor of arts degree from Princeton University in 1976, a master degree in international affairs from Johns Hopkins University in 1980, and a master of degree in business administration from Columbia University in 1991, where he was class valedictorian.

Mr. Markscheid and the Company has renewed the letter of appointment for a term of three years commencing from 18 June 2019 subject to termination in certain circumstances by either party and retirement by rotation and re-election at the Company’s annual general meeting pursuant to the Articles. Mr. Markscheid is entitled to receive a director’s fee of HK\$300,000 per annum which was recommended by the Remuneration Committee of the Company with reference to the prevailing market rate.

Save as disclosed above, Mr. Markscheid (i) does not hold any other positions with the Company or other members of the Group; (ii) has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; (iv) has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (v) there is no information in relation to his appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the Shareholders.

**(2) Mr. ZHANG Weidong (“Mr. Zhang”)**

Mr. ZHANG Weidong, aged 55, joined the Group in July 2016 as an independent non-executive director, the member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Mr. Zhang was the executive director of OP Financial Investments Limited (a company listed on the Stock Exchange, stock code: 01140) and a partner of Oriental Patron Financial Group primarily responsible for private equity investments. Mr. Zhang has over 14 years of experience in the operation and management of commercial banking, during which he worked in the international business department of the Industrial and Commercial Bank of China Limited (“ICBC”) with final position level as deputy general manager of department, including 3 years in ICBC Almaty Branch, where he was in charge of treasury, credit lending and office operations. Moreover, Mr. Zhang has 12 years of investment banking experience, served as executive director of ICEA Finance Group (the investment banking arm of ICBC) and managing director of Alpha Alliance Finance Holdings, responsible for corporate finance and sales department respectively. He is also an independent non-executive Director of Tianjin Port Development Holdings Limited (Stock Code: 03382) whose shares are listed on the Main Board of the Stock Exchange. Mr. Zhang holds a master degree from Renmin University in Economics, a diploma of Programme for Management Development of Harvard Business School and held a fellowship from Columbia University in New York.

Mr. Zhang and the Company has renewed the letter of appointment for a term of three years commencing from 5 July 2019 subject to termination in certain circumstances by either party and retirement by rotation and re-election at the Company’s annual general meeting pursuant to the Articles. Mr. Zhang is entitled to receive a director’s fee of HK\$300,000 per annum which was recommended by the Remuneration Committee of the Company with reference to the prevailing market rate.

Save as disclosed above, Mr. Zhang (i) does not hold any other positions with the Company or other members of the Group; (ii) has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; (iv) has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (v) there is no information in relation to his appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the Shareholders.

**(3) Mr. ZENG Liang (“Mr. Zeng” )**

Mr. ZENG Liang, aged 47, joined the Group in April 2021 as an independent non-executive director, the chairman of the Remuneration Committee and a member of the Audit Committee of the Company.

Mr. Zeng is a well-known Internet entrepreneur and angel investor. He has extensive experience in strategic planning, business development and operation management in industries such as digital marketing, mobile Internet and artificial intelligence applications. Mr. Zeng served as senior vice president of Kingdee International Software Group Company Limited from 2003 to 2010. He worked for Microsoft as vice president of Greater China Region from 2010 to 2013 and was responsible for the development of government, education and medical industries in the region. From 2013 to 2017, he held several executive positions including vice president of Baidu Inc. and general manager of Baidu Nuomi. Mr. Zeng obtained Master of Science both in Management and in Engineering from Georgia Institute of Technology in USA. In addition, he holds another Master of Science in Engineering degree from Tsinghua University in Beijing.

Mr. Zeng has entered into a letter of appointment with the Company for an initial term of three years commencing from 30 April 2021 subject to termination in certain circumstances by either party and retirement by rotation and re-election at the Company’s annual general meeting pursuant to the Articles. Mr. Zeng is entitled to a director’s fee of HK\$300,000 per annum which was recommended by the Remuneration Committee of the Company with reference to the prevailing market rate.

Save as disclosed above, Mr. Zeng (i) does not hold any other positions with the Company or other members of the Group; (ii) has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; (iv) has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (v) there is no information in relation to his appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the Shareholders.

## NOTICE OF THE AGM

### ZHONGJIN TECHNOLOGY SERVICES GROUP COMPANY LIMITED

### 中金科技服務集團股份有限公司

(formerly known as ZZ Capital International Limited 中植資本國際有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08295)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“AGM”) of Zhongjin Technology Services Group Company Limited 中金科技服務集團股份有限公司 (the “Company”) will be held at 11/F, 8 Queen’s Road Central, Hong Kong on Wednesday, 11 August 2021 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and auditors of the Company for the year ended 31 March 2021.
2. To re-elect, each as a separate resolution, the following persons:
  - (a) Mr. Stephen MARKSCHEID as independent non-executive Director;
  - (b) Mr. ZHANG Weidong as independent non-executive Director; and
  - (c) Mr. ZENG Liang as independent non-executive Director.
3. To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
4. To re-appoint BDO Limited as auditors of the Company and to authorise the Board to fix auditors’ remuneration.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

5. **“THAT:**
  - (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company (the “Shares”) which might require the exercise of such powers be and is hereby generally and unconditionally approved;



## NOTICE OF THE AGM

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option schemes of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles of Association”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

## NOTICE OF THE AGM

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares on GEM or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

## NOTICE OF THE AGM

7. “**THAT** conditional on the passing of resolutions no. 5 and no. 6 above, the general mandate granted to the Directors to allot, issue and deal with unissued Shares pursuant to resolution no. 5 be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 6, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.”

By Order of the Board  
**Zhongjin Technology Services Group Company Limited**  
中金科技服務集團股份有限公司  
**NIU Zhanbin**  
*Chairman*

Hong Kong, 30 June 2021

*Registered office:*

P.O. Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*  
11/F, 8 Queen’s Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy together with a 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 Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM or any adjournment thereof, and in such event, the proxy form shall be deemed to be revoked.
3. In relation to proposed resolutions no. 5 and no. 7 above, approval is being sought from the shareholders of the Company for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules.
4. In relation to the proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances where they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 30 June 2021.

## NOTICE OF THE AGM

5. The register of members of the Company will be closed from Monday, 9 August 2021 to Wednesday, 11 August 2021 (both days inclusive) for the purpose of determining the entitlement to attend and vote at the AGM. During which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 August 2021.
6. If a Typhoon Signal No.8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 am on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on Company's website ([www.zhongjintechology.com](http://www.zhongjintechology.com)) and the GEM website ([www.hkgem.com](http://www.hkgem.com)) to notify its shareholders of the date, time and place of the adjourned meeting.

The AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. The shareholders of the Company should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

# ZHONGJIN TECHNOLOGY SERVICES GROUP COMPANY LIMITED

## 中金科技服務集團股份有限公司

(formerly known as ZZ Capital International Limited 中植資本國際有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08295)

### PRECAUTIONARY MEASURES FOR THE 2021 ANNUAL GENERAL MEETING (“AGM”)

In compliance with the HKSAR Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection (“CHP”) of the Department of Health on the prevention of coronavirus disease 2019 (“COVID-19”), the Company will implement additional precautionary measures at the AGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the AGM (the “Stakeholders”) which include without limitation:

- (1) All attendees will be required to **wear surgical face masks** before they are permitted to attend, and during their attendance of, the AGM. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM.
- (2) There will be **compulsory body temperature screening** for all persons before entering the AGM venue. Any person with a body temperature of 37.4 degrees Celsius or above will not be given access to the AGM venue.
- (3) Attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the AGM (“Recent Travel History”); (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with Recent Travel History. Any person who responds positively to any of these questions will be denied entry into the AGM venue or be required to promptly leave the AGM venue.
- (4) Anyone who has Recent Travel History, is subject to quarantine, or has any flu-like symptoms or close contact with any person under quarantine or with Recent Travel History will not be permitted to attend the AGM.
- (5) Anyone attending the AGM is reminded to observe good personal hygiene at all times.
- (6) Appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.
- (7) No refreshment will be served either during or after the AGM and no corporate gifts will be distributed to avoid close contacts of the participants of the AGM during their attendance.
- (8) In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, Company are supportive of the precautionary measures being adopted and shareholders are advised to consider appointing the chairman of the AGM or any director or company secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.
- (9) Shareholders are advised to read this leaflet carefully and monitor the development of COVID-19. 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.
- (10) Up-to-date development on COVID-19 can be found on the CHP website ([www.chp.gov.hk](http://www.chp.gov.hk)) and the website of the HKSAR Government on COVID-19 ([www.coronavirus.gov.hk](http://www.coronavirus.gov.hk)).