

---

**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in **Renze Harvest International Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



**(1) MAJOR TRANSACTION: DISPOSAL OF PROPERTIES IN THE PRC  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

Capitalised terms used on this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A letter from the Board is set out on pages 4 to 13 of this circular.

A notice convening the EGM to be held at Unit 1908, 19/F., Tower 2, Lippo Centre, No. 89 Queensway, Admiralty, Hong Kong at 11:00 a.m. on Friday, 22 March 2024 is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hk1282.com](http://www.hk1282.com)). Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

29 February 2024

---

## CONTENTS

---

|  | <i>Page</i> |
|--|-------------|
| <b>DEFINITIONS</b> .....                                     | 1           |
| <b>LETTER FROM THE BOARD</b> .....                           | 4           |
| <b>Appendix I — FINANCIAL INFORMATION OF THE GROUP</b> ..... | I-1         |
| <b>Appendix II — VALUATION REPORT</b> .....                  | II-1        |
| <b>Appendix III — GENERAL INFORMATION</b> .....              | III-1       |
| <b>NOTICE OF THE EGM</b> .....                               | EGM-1       |

---

## DEFINITIONS

---

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

|                         |  |
|-------------------------|--|
| “associates”            | has the same meaning ascribed to it under the Listing Rules  |
| “Board”                 | the board of Directors   |
| “Business Day(s)”       | a day on which licensed banks in the PRC are open for general commercial business, other than a Saturday, Sunday or public holiday in the PRC  |
| “Commercial Properties” | the hotel, restaurants and offices located on the fifth (5th) to twenty-third (23rd) floor of Baoneng Taigu Plaza, East Jiangyuan Avenue, Ganzhou City, Jiangxi Province, the PRC* (中國江西省贛州市東江源大道寶能太古城), with a gross floor area of approximately 29,553.53 sq.m.  |
| “Company”               | Renze Harvest International Limited (中澤豐國際有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 01282)   |
| “Completion”            | completion of the Disposal   |
| “connected person(s)”   | has the same meaning ascribed to it under the Listing Rules  |
| “Consideration”         | the total consideration of RMB116,323,000 (equivalent to approximately HK\$129,677,000) for the Disposal Properties payable by the Purchaser to the Vendor under the Sale and Purchase Agreement   |
| “Deposit”               | the deposit in the sum of RMB10,000,000 (equivalent to approximately HK\$11,148,000) paid by the Purchaser, as successful bidder for the Disposal Properties, to the person designated by the Vendor pursuant to the auction requirement, which forms part payment of the Consideration. The deposit was used to (i) off-set approximately RMB5,785,000 of the first installment for the Commercial Properties; (ii) off-set approximately RMB4,020,000 of the consideration for the Parking Lots; and (iii) settle approximately RMB0.2 million of the public maintenance funds of the Parking Lots during the pre-Completion period which shall be borne by the Purchaser. |
| “Director(s)”           | the director(s) of the Company   |

---

## DEFINITIONS

---

|                                |   |
|--------------------------------|---|
| “Disposal”                     | the disposal of the Disposal Properties by the Vendor to the Purchaser pursuant to the terms and conditions of the Sale and Purchase Agreement  |
| “Disposal Properties”          | the Commercial Properties and the Parking Lots  |
| “EGM”                          | the extraordinary general meeting of the Company to be held to consider, and if thought fit, approve, confirm and ratify the Sale and Purchase Agreement, the Disposal and the transactions contemplated therein, which is expected to be held at 11:00 a.m. on Friday, 22 March 2024 and any adjournment thereof   |
| “Group”                        | the Company and its subsidiaries  |
| “HK\$”                         | Hong Kong dollars, the lawful currency of Hong Kong   |
| “Hong Kong”                    | Hong Kong Special Administrative Region of the PRC  |
| “Independent Third Party(ies)” | any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not core connected persons of the Company and are third parties independent of the Company and its core connected persons in accordance with the Listing Rules |
| “Land Charge Agreement”        | the land charge agreement to be entered into between the Vendor and the Purchaser upon the transfer of titles of the Disposal Properties to the Purchaser, pursuant to which the Purchaser (as chargor) shall execute a charge over the Disposal Properties in favour of the Vendor (as chargee)  |
| “Latest Practicable Date”      | 29 February 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular  |
| “Listing Rules”                | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited  |
| “Parking Lots”                 | the 134 parking lots located at the Baoneng Taigu Plaza, East Jiangyuan Avenue, Ganzhou City, Jiangxi Province, the PRC* (中國江西省贛州市東江源大道寶能太古城), with a gross floor area of approximately 4,329.84 sq.m.  |
| “PRC”                          | the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan  |

---

## DEFINITIONS

---

|                               |  |
|-------------------------------|--|
| “Purchaser”                   | Ganzhou Tongtai Cultural Tourism Industry Co., Ltd.* (贛州通泰文旅產業有限公司), a company established in the PRC and an Independent Third Party   |
| “RMB”                         | Renminbi, the lawful currency of the PRC   |
| “Sale and Purchase Agreement” | the conditional sale and purchase agreement dated 8 December 2023 (as supplemented on 8 December 2023) entered into between the Purchaser and the Vendor in relation to the Disposal |
| “SFO”                         | Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong)   |
| “Share(s)”                    | ordinary share(s) of HK\$0.01 each in the share capital of the Company   |
| “Shareholder(s)”              | holder(s) of the Shares  |
| “sq.m.”                       | square metre   |
| “Stock Exchange”              | The Stock Exchange of Hong Kong Limited  |
| “Vendor”                      | Laihua TaiFeng Limited* (萊華泰豐有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company                                   |
| “%”                           | per cent.  |

\* For identification only

*For the purpose of this circular, unless otherwise indicated, conversion of Renminbi into Hong Kong dollars is calculated at the approximate exchange rate of RMB1.00 to HK\$1.1148. This exchange rate is adopted for the purpose of illustration only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this rate or any other rates at all.*

---

LETTER FROM THE BOARD

---



**中澤豐國際有限公司**

**RENZE HARVEST INTERNATIONAL LIMITED**

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

**(Stock Code: 01282)**

*Executive Directors:*

Mr. Huang Wansheng

*(Chairman and Chief Executive Officer)*

Mr. Li Minbin

*Non-executive Director:*

Mr. Zhang Chi

*Independent non-executive Directors:*

Ms. Zhao Yizi

Ms. Zhang Juan

Mr. Chan Manwell

*Registered Office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Unit 1908, 19/F

Tower Two, Lippo Centre

No. 89 Queensway

Admiralty

Hong Kong

29 February 2024

*To the Shareholders,*

Dear Sir or Madam,

**(1) MAJOR TRANSACTION: DISPOSAL OF PROPERTIES IN THE PRC  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 8 December 2023 in relation to, among other things, the Disposal.

The Disposal Properties were offered by way of listing for auction sale in the PRC in mid-November 2023 in which the Purchaser was the successful bidder for the sale of the Disposal Properties. In furtherance of the Purchaser's successful bid for the Disposal Properties, on 8 December 2023, the Vendor, an indirect wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Purchaser, pursuant to which the Purchaser conditionally agreed to purchase and the Vendor conditionally agreed to sell the Disposal Properties, comprising the Commercial Properties and the Parking Lots located at Jiangxi Province, the PRC, for the total Consideration of approximately RMB116,323,000 (equivalent to approximately HK\$129,677,000), upon and subject to the terms and conditions set out therein.

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with, among other things, (i) further information on the Disposal and the transactions contemplated thereunder; (ii) valuation reports of the Disposal Properties; (iii) other information as required under the Listing Rules; and (iv) a notice of the EGM.

### THE SALE AND PURCHASE AGREEMENT

Date: 8 December 2023

Parties: (1) the Vendor, an indirect wholly-owned subsidiary of the Company; and  
(2) the Purchaser, an Independent Third Party.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, the Purchaser and its ultimate beneficial owners are Independent Third Parties.

### Assets to be disposed of

Pursuant to the Sale and Purchase Agreement, the Purchaser conditionally agreed to purchase and the Vendor conditionally agreed to sell the Disposal Properties, comprising the Commercial Properties and the Parking Lots located at Jiangxi Province, the PRC, subject to and upon the terms and conditions therein. The Disposal Properties will be delivered to the Purchaser on an "as is" basis (subject to the existing tenancies) upon Completion.

#### *The Commercial Properties*

The Commercial Properties comprise the hotel, restaurants and offices located on the fifth (5th) to twenty-third (23rd) floor of Baoneng Taigu Plaza, East Jiangyuan Avenue, Ganzhou City, Jiangxi Province, the PRC\* (中國江西省贛州市東江源大道寶能太古城), with a gross floor area of approximately 29,553.53 sq.m. Portions of the Commercial Properties with gross floor area of around 19,000.00 sq.m. are subject to various tenancies at a total monthly rental of around RMB560,000.00, while the remaining portions are vacant.

#### *The Parking Lots*

The Parking Lots comprise 134 parking lots located at the Baoneng Taigu Plaza, East Jiangyuan Avenue, Ganzhou City, Jiangxi Province, the PRC\* (中國江西省贛州市東江源大道寶能太古城), with a gross floor area of approximately 4,329.84 sq.m. The Parking Lots are currently leased to Independent Third Parties with varying terms of tenancies.

---

## LETTER FROM THE BOARD

---

The financial information of the Disposal Properties for the two years ended 31 December 2022 and 2021 and prepared in accordance with the accounting principles generally accepted in Hong Kong are as follows:

|         | <b>For the year<br/>ended 31<br/>December 2022<br/>RMB'000</b> | <b>For the year<br/>ended 31<br/>December 2021<br/>RMB'000</b> |
|---------|--|--|
| Revenue | 1,487  | 1,020  |

The net asset value of the Disposal Properties as at 30 June 2023 was approximately RMB151,964,000 (equivalent to approximately HK\$169,409,000).

The net losses (both before and after taxation and extraordinary items) attributable to the Disposal properties for the last two financial years are as below:

|   | <b>For the year<br/>ended 31<br/>December 2022<br/>RMB'000</b> | <b>For the year<br/>ended 31<br/>December 2021<br/>RMB'000</b> |
|---|--|--|
| Net losses                              |  |  |
| Before taxation and extraordinary items | 16,412   | 17,067   |
| After taxation and extraordinary items  | 16,412   | 17,067   |

### **Consideration**

The total Consideration for the Disposal Properties is approximately RMB116,323,000 (equivalent to approximately HK\$129,677,000), comprising (a) approximately RMB112,303,000 (equivalent to approximately HK\$125,196,000) for the Commercial Properties; and (b) approximately RMB4,020,000 (equivalent to approximately HK\$4,481,000) for the Parking Lots.

### ***Consideration for the Commercial Properties***

The consideration for the Commercial Properties is approximately RMB112,303,000 (equivalent to approximately HK\$125,196,000) which shall be settled by instalments in the following manner:

- (i) the first instalment in the sum of approximately RMB56,152,000 (equivalent to approximately HK\$62,598,000) shall be settled as follows:
  - (a) upon entering into the Sale and Purchase Agreement, an amount equivalent to the sum of approximately RMB5,785,000 (equivalent to approximately HK\$6,449,000) shall be deemed to be paid by off-setting against the Deposit; and

---

## LETTER FROM THE BOARD

---

- (b) the remaining balance in the sum of approximately RMB50,367,000 (equivalent to approximately HK\$56,149,000) shall be paid by electronic funds transfer to the bank account designated by the Vendor within ten (10) Business Days upon the completion of the requisite filing and registration procedures in relation to the Disposal; and
- (ii) the second instalment in the sum of approximately RMB56,151,000 (equivalent to approximately HK\$62,597,000) shall be paid by electronic funds transfer to the bank account designated by the Vendor within six (6) months from the completion of the transfer of titles of the Disposal Properties to the Purchaser.

### *Consideration for the Parking Lots*

Upon entering into the Sale and Purchase Agreement, the consideration for the Parking Lots in the sum of approximately RMB4,020,000 (equivalent to approximately HK\$4,481,000) shall be deemed to be fully-paid by off-setting against the Deposit.

### **Basis of the Consideration**

The Consideration for the Disposal Properties were arrived at after arm's length negotiations between the Vendor and the Purchaser with reference to (i) the results of the listing for auction sale of the Disposal Properties where the Purchaser is the highest bidder; (ii) the carrying amount of the Disposal Properties as at 30 June 2023 which was approximately RMB151,964,000 (equivalent to approximately HK\$169,409,000); (iii) the prevailing market value of properties comparable and in proximity to the Disposal Properties; and (iv) the prevailing market conditions of the PRC real estate industry.

The Board considered the Consideration is fair and reasonable and in the interest of the Company, taken into account the following factors:

- The Company has engaged in a price discovery process for over 12 months and through multiple platforms. In November 2022, the Company first attempted (“**First Auction**”) to auction the Disposal Properties on Ali Assets (<http://zc-paimai.taobao.com>), a platform operated by Taobao, Alibaba and one of the largest auction website in the PRC for the disposal of real estates, vehicles, land and construction industries. The starting bid price of the First Auction was RMB177,321,180 and the First Auction lapsed without receiving any bids. On 22 March 2023, the Company re-attempted (“**Second Auction**”) to auction the Disposal Properties on Ali Assets. The starting bid price of the Second Auction was RMB177,321,180 and the Second Auction lapsed without receiving any bids.

Taking into consideration the continuing deterioration of the real estate market in the PRC, the Board decided to lower the starting bid price. In September 2023, the Company attempted (“**Third Auction**”) to auction the Disposal Properties through Jiangxi Association of Auctioneers (江西省拍賣行業協會), an association formed in Jiangxi to regulate the activities of auctions. The starting bid price of the Third Auction was RMB137,010,885, being approximately 22.7% lower than the starting bid price of the Second Auction, and the Third Auction lapsed without receiving any bids.

---

## LETTER FROM THE BOARD

---

The Company further lowered the starting bid price after further considering (i) the poor market sentiment of the PRC real estate market and the wait-and-see approach generally taken by investors; and (ii) after discussing with different real estate agencies, the Company was given the understanding that it would be unlikely for the Company to receive any bids by repeating the auction process at the same previous starting price without further discounts. In November 2023, the Company attempted (“**Fourth Auction**”) to auction the Disposal Properties through Jiangxi Association of Auctioneers again. The starting bid price of the Fourth Auction was reduced to RMB116,323,414, being approximately 15.1% lower than the starting bid price of the Third Auction, and the auction received one bid by the Purchaser at the starting bid price.

Although the Consideration (i.e. RMB116,323,000) is considerably lower than the valuation as at 30 November 2023 (i.e. RMB145,700,000), the Board believed that the Consideration at the minimum bid price is fair and reasonable given that (i) the Company has attempted to auction the Disposal Properties at higher bid price for multiple times previously but to no avail. In the Third Auction, the Company attempted to auction the Disposal Properties at RMB137,010,885 in September 2023, which was at a moderate discount to the valuation as at 30 November 2023, but such auction lapsed without any bids; and (ii) the auctions were opened to the public and would accurately reflect the latest market sentiment and public’s valuation of the Disposal Properties. Also both auction platforms chosen and engaged by the Group in relation to the Disposal Properties are established market players which are well known among investors and purchaser of real estate properties.

- The PRC real estate experienced significant turmoil in 2022 and 2023, mainly due to the significant deterioration of the financial capacity of various private real estate developers. Many such developers defaulted and underwent debt restructuring and struggled to ensure unfinished properties are completed and delivered. The deteriorating liquidity of developers dampened homebuyer and investors’ confidence in residential and commercial real estates, leading to falling or stagnant real estate market. The Board considered that the market sentiment did not show significant signals of improvement and there was no assurance that the continuing downtrend of the real estate market would end in the near future. The Board believed that it was prudent to dispose the Disposal Properties at a discount rather than to wait for the market to recover as to improve the liquidity of the Company.
- The Group heavily relied on debt financing for its property investment and development projects, which imposed substantial interest burden on the Group. As at 30 June 2023, the Group had (i) borrowings of approximately HK\$1.3 billion which would fall due within one year; and (ii) corporate bonds of approximately HK\$318.0 million with coupon rates ranging from 7.0% to 8.0% per annum and repayable within one to two years. The Board believed that imposing a discount to the price of the Disposal Properties is in the interest of the Company and its shareholders as a whole as it would help to ease the liability and interest burden of the Company and thus improves the Company’s liquidity and profitability. The Board believed that even if the minimum bid price is lower than the valuation/carrying amount of the Disposal Properties, it would be most suitable and effective to enhance the financial position and

---

## LETTER FROM THE BOARD

---

working capital of the Company rather than to hold onto the Disposal Properties, which may end up leading to the Company disposing the Disposal Properties at a more substantial discount and taking a more significant loss at a later time.

At the First Auction in November 2022, the Group had set the starting bid price at RMB177,321,180 mainly based on its internal estimation on the value of the Disposal Properties. Subsequently, a valuation (the “**2022 Valuation**”) as to the value of the Disposal Properties as at 31 December 2022 was conducted by an independent professional valuer appointed by the Company and the Disposal Properties were valued at approximately RMB177,600,000, which is largely in line with the Group's internal estimation. Having regard to the results of the 2022 Valuation, the Group determined to adopt again the same starting bid price (RMB177,321,180) at the Second Auction a few months later to solicit offer from potential buyers. In view of aforesaid, while the 2022 Valuation has no direct bearing on the ultimate Consideration as determined at the Fourth Action, such valuation had nonetheless been taken into account by the Board at the initial stage of the price discovery process regarding the appropriate selling price of the Disposal Properties.

### **Land Charge**

Pursuant to the Sale and Purchase Agreement, the Vendor shall complete (i) the requisite filing and registration procedures in relation to the Disposal; and (ii) the transfer of titles of the Disposal Properties to the Vendor within thirty (30) days from the date of the Sale and Purchase Agreement. To secure the Purchaser's payment obligations of the Consideration under the Sale and Purchase Agreement, the Purchaser shall, upon the transfer of titles of the Disposal Properties to the Purchaser, enter into the Land Charge Agreement with the Vendor, pursuant to which, the Purchaser (as chargor) shall execute a charge over the Disposal Properties in favour of the Vendor (as chargee) (the “**Land Charge**”).

In the event the Purchaser intends to use the Disposal Properties as securities for external financing subsequent to the execution of the Land Charge, the Vendor shall, conditional upon having obtained the relevant approval documents or confirmations from the relevant financial institutions for the provision of such external financing, agrees to cooperate with the Purchaser for releasing the Land Charge. The Purchaser undertakes that any proceeds obtained from such external financing shall be, as first priority, used to settle any outstanding balance of Consideration under the Sale and Purchase Agreement.

### **Conditions precedent**

Completion is conditional upon the satisfaction of the followings:

- (1) the passing of necessary resolution(s) by the Shareholders at the EGM approving, confirming and ratifying the Sale and Purchase Agreement and the transactions contemplated thereunder in accordance with the requirements of the Listing Rules;
- (2) the parties to the Sale and Purchase Agreement having obtained all consents, approvals and clearances necessary from the government, official authorities and/or other persons;
- (3) the warranties provided by the parties under the Sale and Purchase Agreement remaining true, accurate and not misleading in all material respect; and

---

## LETTER FROM THE BOARD

---

- (4) no statute, regulation or decision which would reasonably be expected to prohibit, restrict or materially delay the execution, delivery, performance or consummation of the transactions contemplated under the Sale and Purchase Agreement having been proposed, enacted or taken by any government or official authority whether in Hong Kong, the PRC or elsewhere.

As at the Latest Practicable Date, none of the conditions has been fulfilled.

If any of the conditions precedent cannot be fulfilled after the transfer of titles of the Disposal Properties to the Purchaser (the “**Title Transfer**”), delivery of possession of the Disposal Properties shall be postponed until all the conditions precedent under the Sale and Purchase Agreement have been fulfilled.

If any of the conditions precedent cannot be fulfilled after six (6) months from the date of Title Transfer, either party to the Sale and Purchase Agreement shall have the right to terminate the Sale and Purchase Agreement. In such event, the Vendor shall forthwith return to the Purchaser all payments received as Consideration under the Sale and Purchase Agreement, and the Purchaser shall forthwith transfer the titles of the Disposal Properties back to the Vendor.

### **Completion**

Subject to the fulfilment of the conditions precedent set forth in the Sale and Purchase Agreement, Completion shall take place upon the full and final settlement of the Consideration by the Purchaser. Upon Completion, the Vendor shall deliver possession of the Disposal Properties to the Purchaser on an “as is” basis. All the rights to generate income (including but not limited to rental income) and any management and decision making power in relation to the Disposal Properties shall be transferred to the Purchaser the day after the Purchaser makes the full and final settlement of the Consideration.

### **INFORMATION OF THE PARTIES TO THE SALE AND PURCHASE AGREEMENT**

#### **The Purchaser**

The Purchaser is a company established in the PRC with limited liability which is beneficially owned as to Xie Tingui. The Purchaser is principally engaged in property management and operation.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, the Purchaser and its ultimate beneficial owners are Independent Third Parties.

#### **The Vendor**

The Vendor is a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company. The Vendor is principally engaged in property development in the PRC.

---

## LETTER FROM THE BOARD

---

### FINANCIAL EFFECT OF THE DISPOSAL

It is estimated that the Company will record a preliminary net loss on the Disposal of approximately RMB34,767,000 (equivalent to approximately HK\$38,759,000), representing the difference between (i) the Consideration being converted into HK\$ and net of the estimated expenses and tax expenses in relation to the Disposal of approximately RMB6,634,000 (equivalent to approximately HK\$7,396,000); and (ii) the net assets value of the Disposal Properties of approximately RMB144,456,000 (equivalent to approximately HK\$161,040,000) as per the unaudited management accounts of the Disposal Properties as at 30 November 2023. The effect of the Disposal has caused a change in the Net Assets of the Company from HK\$7,338.1 million to HK\$7,293.9 million as of 30 June 2023. The actual figures will be subject to audit by the auditors of the Company and therefore may be different from the aforementioned amount.

### INTENDED USE OF PROCEEDS FROM THE DISPOSAL

The Directors expect that after deducting the estimated taxes and expenses of approximately RMB6,634,000 (equivalent to approximately HK\$7,396,000), the net proceeds to be received from the Disposal is estimated to be approximately RMB109,689,000 (equivalent to approximately HK\$122,281,000). The Directors currently intend to apply the net proceeds for repayment of the principal and interest accrued under the outstanding corporate bonds issued by the Company and short-term loans of the Group.

### REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group is principally engaged in the businesses of automation, property investment and development, financial services and securities investment. The Group's revenue derived from the property investment and development business decreased significantly by approximately 85.3% from approximately HK\$1,767.7 million for the year ended 31 December 2021 ("FY2021") to approximately HK\$259.3 million for the year ended 31 December 2022 ("FY2022"), which was mainly attributable to the decrease in scale of properties handover to customers during FY2022. Further, the Group recorded an operating loss of approximately HK\$82.4 million from its property investment and development business for FY2022 as compared to an operating profit of approximately HK\$98.0 million for FY2021, which was mainly attributable to the decrease in fair value gain on investment properties of approximately HK\$135.9 million.

During the past few years, the business environment in the PRC real estate industry has been particularly challenging due to the outbreak of the novel coronavirus disease ("COVID-19"), the geopolitical turmoil, the regulatory policies implemented by the PRC government in relation to the real estate industry and the economic downturn in the PRC. The risks of high-leverage operations of real estate companies had gradually surfaced and the industry's financing channels were experiencing overall shrinkages. The continued simmering of liquidity crisis has aggravated the wait-and-see attitude of property buyers, capital market participants and other market participants, resulting in a lack of willingness to purchase property and thereby lowering the sales of real estate properties in the PRC. Constrained by factors such as the tightening of credit environment and financing channels, the depressed sales market, and the intensification of debt repayment pressure, the real estate industry has experienced an outbreak of credit risks and debt defaults, which severely affected market confidence.

---

## LETTER FROM THE BOARD

---

The Disposal Properties are located at Ganzhou City, Jiangxi Province, in the PRC. During 2022, Ganzhou City recorded a decrease in trading volume of real estate property, which was mainly attributable to the series of regulation and control policies implemented by the PRC government in relation to the real estate industry, the wait-and-see attitude of property buyers and the overall economic sentiment in the PRC. As a result of the decrease in trading volume of real estate property, a significant volume of real estate inventory has remained in Ganzhou City and it is therefore expected that the real estate industry in Ganzhou City will continue to face fierce competition in the forthcoming years.

Besides, the Group relies heavily on debt financing for its property investment and development projects, which imposes substantial interest burden on the Group. As at 30 June 2023, the Group had (i) borrowings of approximately HK\$1.3 billion which would fall due within one year; and (ii) corporate bonds of approximately HK\$318.0 million with coupon rates ranging from 7.0% to 8.0% per annum and repayable within one to two years.

Taking into consideration the prevailing property market conditions in the PRC, the increasing competition and gloomy future outlook in the real estate industry of Ganzhou City, the current financial, indebtedness and liquidity position of the Group, the Board believes that the Disposal will allow the Group to realise its investment in the Disposal Properties and to repay the principal and interest accrued under the outstanding corporate bonds issued by the Company and short-term loans, thereby reducing the indebtedness and finance costs of the Group and mitigating its liquidity pressure. In light of the aforementioned, the Directors (including the independent non-executive Directors) consider that the Disposal and the transactions contemplated thereunder are fair and reasonable and are on normal commercial terms, and that the Disposal is in the interests of the Company and the Shareholders as a whole.

### LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratio(s) calculated in accordance with the Listing Rules in respect of the Disposal and the transactions contemplated thereunder exceed 25% but all of them are less than 75%, the Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

### EGM

The EGM will be held at Unit 1908, 19/F., Tower 2, Lippo Centre, No. 89 Queensway, Admiralty, Hong Kong at 11:00 a.m. on Friday, 22 March 2024 for the Shareholders to consider and, if thought fit, approve the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder.

The voting in respect of the Disposal at the EGM will be conducted by way of poll. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder or any of their associates has any material interest in the Sale and Purchase Agreement and the transactions contemplated thereunder and no Shareholder will be required to abstain from voting on the relevant resolution(s) at the EGM.

---

## LETTER FROM THE BOARD

---

A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you wish.

Register of members of the Company will be closed from Tuesday, 19 March 2024 to Friday, 22 March 2024 (both days inclusive) for the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM. No transfer of Shares will be registered during those dates. In order to qualify for attending and voting at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 18 March 2024.

### RECOMMENDATION

The Directors consider that the terms of the Sale and Purchase Agreement are fair and reasonable so far as the Company and the Shareholders are concerned, and that the Disposal is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder.

### ADDITIONAL INFORMATION

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

### WARNING

**As completion of the Disposal is subject to the satisfaction of a number of conditions precedent as set out in the Sale and Purchase Agreement, the Disposal may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).**

Yours faithfully,  
By order of the Board of  
**Renze Harvest International Limited**  
**Huang Wansheng**  
*Chairman and Chief Executive Officer*

## 1. FINANCIAL INFORMATION OF THE GROUP

The audited consolidated financial statements for each of the three years ended 31 December 2020, 2021 and 2022 and the unaudited consolidated financial statements for the six months ended 30 June 2023 of the Company together with relevant notes thereto are disclosed in the following documents which have been published on both the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company ([www.hk1282.com](http://www.hk1282.com)). Please refer to the hyperlinks as stated below:

1. The annual report of the Company for the year ended 31 December 2022 published on 11 May 2023 (pages 72 to 266):

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0511/2023051100075.pdf>

2. The annual report of the Company for the year ended 31 December 2021 published on 29 April 2022 (pages 72 to 282):

<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0429/2022042903347.pdf>

3. The annual report of the Company for the year ended 31 December 2020 published on 29 April 2021 (pages 84 to 310):

<https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0429/2021042901275.pdf>

4. The interim report of the Company for the six months ended 30 June 2023 published on 28 September 2023 (pages 8 to 58):

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0928/2023092801543.pdf>

## 2. INDEBTEDNESS OF THE GROUP

### Indebtedness Statement

#### (i) *Borrowings*

As at the close of business on 31 December 2023, being the latest practicable date for the purpose of preparing this indebtedness statement, the Group had outstanding bank and other borrowings (being classified as current and non-current liabilities) of approximately HK\$1,723,393,000 (unaudited).

|                            |     | As at<br>31 December<br>2023<br>Current<br>HK\$'000<br>(Unaudited) | As at<br>31 December<br>2023<br>Non-Current<br>HK\$'000<br>(Unaudited) |
|----------------------------|-----|--|--|
| Secured                    |     |  |  |
| – Bank loans               | (a) | 422,801  | –  |
| – Other loans              | (b) | <u>–</u>   | <u>632,831</u>   |
| Total secured borrowings   | (d) | <u>422,801</u>   | <u>632,831</u>   |
| Unsecured                  |     |  |  |
| – Corporate bonds          | (c) | 313,000  | –  |
| – Other loans              | (b) | <u>354,761</u>   | <u>–</u>   |
| Total unsecured borrowings |     | <u>667,761</u>   | <u>–</u>   |
| Total borrowings           |     | <u><u>1,090,562</u></u>  | <u><u>632,831</u></u>  |

|   |  | As at<br>31 December<br>2023<br>Bank borrowings<br>HK\$'000<br>(Unaudited) | As at<br>31 December<br>2023<br>Other borrowings<br>HK\$'000<br>(Unaudited) |
|---|--|--|---|
| Within one year or on demand                    |  | 422,801  | 667,761   |
| More than one year, but not exceeding two years |  | <u>–</u>   | <u>632,831</u>  |
| Total borrowings                                |  | <u><u>422,801</u></u>  | <u><u>1,300,592</u></u>   |

- (a) As at 31 December 2023, bank loans of HK\$415,654,000 (unaudited) included in current liabilities are not scheduled to repay within one year. They are classified as current liabilities as the related loan agreements contain a clause that provides the lenders with an unconditional right to demand repayment at any time at its own discretion.

As at 31 December 2023, the Group has not breached any of the covenants of the banking facilities.

- (b) As at 31 December 2023, secured other loans of approximately HK\$632,831,000 (unaudited) was interest-bearing of 9.8% per annum and repayable on 15 March 2026.

As at 31 December 2023, unsecured other loan of approximately HK\$354,761,000 (unaudited) was interest-bearing of 0% to 12% per annum and repayable within 1 year.

- (c) As at 31 December 2023, the Group had corporate bonds denominated in Hong Kong dollar with an aggregated amount of approximately HK\$313,000,000 (unaudited) to several parties with coupon rates of 8.0% per annum and repayable within 1 year from the respective issue dates.

- (d) As at 31 December 2023, the Group's borrowings of approximately HK\$1,055,632,000 (unaudited) were secured by:

- guarantee provided by the Company and certain of its subsidiaries and related parties;
- the Group's property, plant and equipment; and
- the Group's investment properties.

As at 31 December 2023, the Group's borrowings of approximately HK\$1,002,603,000 (unaudited) were guaranteed by the Company and certain of its subsidiaries and related parties.

**(ii) Lease liabilities**

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of 31 December 2023:

|  | <b>Total minimum<br/>lease payments<br/>2023<br/>HK\$'000<br/>(Unaudited)</b> | <b>Present value of<br/>minimum lease<br/>payments<br/>2023<br/>HK\$'000<br/>(Unaudited)</b> |
|--|---|--|
| Within one year  | 1,404   | 1,279  |
| Later than one year and not later than five<br>years                   | <u>1,504</u>  | <u>1,441</u>   |
|  | 2,908   | <u><u>2,720</u></u>  |
| Less: total future interest expenses                                   | <u>(188)</u>  |  |
| Present value of lease liabilities                                     | <u><u>2,720</u></u>   |  |
| The present value of future lease payments<br>are analysed as follows: |   |  |
| Current liabilities  | 1,279   |  |
| Non-current liabilities  | <u>1,441</u>  |  |
|  | <u><u>2,720</u></u>   |  |

**(iii) Contingent liabilities**

As at 31 December 2023, the Group had no material contingent liabilities.

**(iv) Financial guarantees**

Guarantees in respect of mortgage facilities for certain purchasers of the Group's properties:

As at 31 December 2023, guarantees amounting to approximately HK\$59,671,000 (unaudited) are given to banks with respect to mortgaged loans procured by the purchasers of the Group's properties. Such guarantees will be released by banks upon the issuance of the real estate ownership certificate to the purchasers or the satisfaction of the mortgaged loans by the purchasers, whichever is

earlier. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group will be responsible to repay the outstanding mortgage principals together with accrued interest and penalty owed by the defaulted purchasers to the banks and the Group is entitled to take over the legal title and possession of the related properties. The managements of the Group consider that the likelihood of default in payments by purchasers is minimal.

Save as aforesaid or otherwise disclosed herein, and apart from intra-group liabilities and normal trade payables in the normal course of business, as at 31 December 2023, the Group did not have any other loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

### 3. WORKING CAPITAL STATEMENT

The Directors, after due and careful enquiry, are of the opinion that, after taking into account the anticipated cash flows to be generated from the Group's operations as well as the effect of Disposal, the Group will have sufficient working capital to satisfy its requirements for at least the next twelve months following the date of this circular. The Directors have also taken into consideration the financial resources available to the Company when assessing the working capital sufficiency of the Company. Please refer to updated comfort letter for amendments. The Company has obtained the relevant letter as required under Rule 14.66(12) of the Listing Rules.

### 4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse changes in the financial or trading position of the Group since 31 December 2022 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

### 5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is principally engaged in the businesses of automation, property investment and development, financial services and securities investment.

As the outbreak of the COVID-19 has been stabilised and controlled and the market has gradually returned to normal, it is expected that the PRC government and the Hong Kong government will focus on promoting economic development. The Group will seize the opportunity to leverage the Group's resources in Hong Kong and the PRC, and make full use of the Group's established experience in operating on both sides of the border, to optimise the Group's structural layout, and to proactively promote the steady development of the Group's businesses.

#### **Property investment and development business**

The Group holds a large industrial real estate project, the Bangkai Science and Technology Industrial Park (the "**Bangkai Industrial Park**"), with a total construction area of 550,000 sq.m. located in the Guangming District of Shenzhen, the PRC. The Bangkai Industrial Park is an industry-

city complex integrating science and technology research and development, professional industrial space, business office, smart apartment, leisure and businesses with high quality standards, which is comparable to world-class science city. The Bangkai Industrial Park targets to attract more high-quality and high-tech manufacturing enterprises to move into the park which adheres to the PRC government's policy in promoting the smart manufacturing industry.

**Automation business**

The PRC's proposal to accelerate the progress of the construction of new infrastructures such as the fifth generation mobile network (5G), artificial intelligence, industrial internet and internet of things will bring new momentum to the development of the Group's automation business. The Group's vision is to become a leading supplier of high-end smart manufacturing equipment and solutions in the PRC electronics manufacturing industry and guide the Group's customers to move towards the era of Industry 4.0.

Depending on the Group's internal resources and funds raised from external financing, the Group will use the Bangkai Industrial Park as a carrier to develop its businesses upstream and downstream in the smart manufacturing industry. The depth and breadth of the Group's industrial chain will be extended by introducing and supporting target enterprises to set up their operations in the Bangkai Industrial Park by means of joint venture, mergers and acquisitions, financing, etc.

**Financial services and securities investment business**

The Hong Kong government has continued to promote the growth and development of the Hong Kong's asset management industry. The Group aims to strengthen its asset management and other related businesses by providing securities advisory and asset management services to high net worth individuals, corporations, funds and family trusts to meet the needs of different investors.

*The following is the text of a valuation report, prepared for the purpose of incorporation in this document received from Valtech Valuation Advisory Limited, an independent valuer, in connection with its valuation as at 30 November 2023 of the Property of the Company.*



**Valtech Valuation Advisory Limited**

Room 2106, 21/F, Futura Plaza

111-113 How Ming Street, Kwun Tong, Hong Kong

T: +852 2388 9262

F: +852 2388 2727

www.valtech-valuation.com

29 February 2024

**The Board of Directors**

**Renze Harvest International Limited**

Unit 1908, 19/F,

Tower 2, Lippo Centre,

89 Queensway, Admiralty,

Hong Kong

Dear Sirs/Madams,

**1. INSTRUCTIONS**

In accordance with the instructions of Renze Harvest International Limited (the “**Company**”) to value the property interest (the “**Property**”) held by the Company located in the People’s Republic of China (the “**PRC**”), we confirm that we have made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the Property as at 30 November 2023 (the “**Valuation Date**”).

This letter, which forms part of our valuation report, explains the basis and methodology of valuation, clarifying assumptions and limiting conditions of this valuation.

**2. BASIS OF VALUATION**

The valuation is our opinion of the market value (“**Market Value**”) which we would define as intended to mean the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

Market Value is understood as the value of an asset or liability estimated without regard to costs of sale or purchase and without offset for any associated taxes or potential taxes.

The market value is the best price reasonably obtainable in the market by the seller and the most advantageous price reasonably obtainable in the market by the buyer. This estimate specifically excludes an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangements, joint ventures, management agreements, special considerations or concessions granted by anyone associated with the sale, or any element of special value.

### **3. VALUATION METHODOLOGY**

Direct comparison method is adopted based on the principle of substitution, where comparison is made based on prices realized on actual sales and/or asking prices of comparable properties. Comparable properties of similar size, scale, nature, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of market value.

### **4. VALUATION CONSIDERATIONS**

In valuing the property interest, we have complied with all the requirements contained in Chapter 5 and Practice Note 12 to the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited and the International Valuation Standards 2022.

### **5. VALUATION ASSUMPTIONS**

Our valuation has been made on the assumption that the Property would be sold in the open market in their existing state, with the benefit of vacant possession, without the benefit of deferred term contract, leaseback, joint venture, management agreement or any similar arrangements which could affect the value of the Property.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the Property valued nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the Property are free from encumbrances, restrictions and outgoings of any onerous nature which could affect their values.

All dimensions, measurements and areas are approximations. No on-site measurement has been conducted. Appropriate adjustments are made in comparing the relevant costs. We have had no reason to doubt the truth and accuracy of the information provided to us by the Company. We have also sought confirmation from the Company that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive at an informed view, and have no reason to suspect that any material information has been withheld.

We have also assumed that the Property have been constructed, occupied and used in full compliance with, and without contravention of all ordinances, except only where otherwise stated. We have further assumed that, for any use of the Property upon which this report is based, all required licenses, permit, certificates, and authorisations have been obtained.

**6. TITLE INVESTIGATION**

We have been shown copies of various documents relating to the Property. However, we have not examined the original documents to verify the existing titles to the Property or any amendment which does not appear on the copies handed to us. We have relied considerably on the information given by the Company's PRC legal advisers, Guangdong Jin Di Law Firm, concerning the validity of the titles to the Property.

**7. LIMITING CONDITIONS**

We have conducted on-site inspections to the Property on 27 January 2024 by Mr Fan Chuanpeng (qualified in quantity surveying) with over 10 year experience in property valuation in PRC. Per our inspection, the property is in good condition.

We have not carried out detailed on-site measurement to verify the correctness of the areas in respect of the property but have assumed that the areas shown on the documents handed to us are correct. All dimensions, measurements and areas are approximate.

Should it be discovered that contamination, subsidence or other latent defects exists in the Property or on adjoining or neighboring land or that the Property had been or are being put to contaminated use, we reserve right to revise our opinion of value.

We have relied to a very considerable extent on the information provided by the Group and have accepted advices given to us on such matters, in particular, but not limited to tenure, planning approvals, statutory notices, easements, particulars of occupancy, size and floor areas and all other relevant matters in the identification of the Property.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also been advised by the Company that no material fact has been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

We do not accept a liability for any interpretation which we have placed on such information which is more properly the sphere of the legal advisers of the Company, nor have we verified the correctness of any information supplied to us concerning the Property.

We hereby confirm that Valtech Valuation Advisory Limited and the undersigned have no pecuniary or other interest that could conflict with the property valuation of the Property or could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion.

**8. REMARKS**

We have valued the property interest in Renminbi (RMB).

We enclose herewith the "Valuation Particulars".

Yours faithfully,  
For and on behalf of  
**Valtech Valuation Advisory Limited**

**Peggy Y. Y. Lai**  
*MHKIS, MRICS, RPS(GP), BSC*  
Senior Associate Director

*Peggy Lai, has joined Valtech Valuation Advisory Limited since 2018, is a Registered Professional Surveyor (General Practice Division), a member of Hong Kong Institute of Surveyors and a member of Royal Institution of Chartered Surveyors, with over 25 years of experience in handling property valuations in Hong Kong, Singapore and the PRC, etc.*

Encl.

## VALUATION PARTICULARS

| Property   | Description and tenure   | Particulars of occupancy  | Market Value as at 30 November 2023<br>RMB   |
|--|--|---|--|
| Portions of a commercial buildings and 134 car parking lots located at The Baoneng Taigu Plaza, East Jiangyuan Avenue, Ganzhou City, Jiangxi Province, the PRC (“Disposal Properties”) | <p>Disposal Properties comprises the hotel, restaurants and offices located on the fifth (5<sup>th</sup>) to twenty-third (23<sup>rd</sup>) floor of Baoneng Taigu Plaza (“Commercial Properties”) and 134 parking lots located at the Baoeneg Taigu Plaza (“Parking Lots”).</p> <p>Baoneng Taigu Plaza was completed at about 2016.</p> <p>Disposal Properties has a total gross floor area of approximately 29,553.53 sq.m. (Commercial Properties) and 4,329.84 sq.m. (Parking Lots) respectively.</p> <p>The land use right of the property has been granted for a term of 40 years expiring on 20 February 2052 for commercial use.</p> | <p>The property is held for investment purpose. Portions of the property with gross floor area of around 19,000.00 sq.m. is subject to various tenancies with the latest one expired on 9 Jun 2031 at a total monthly rental of around RMB560,000.00 while remainings are vacant.</p> | <p><b>145,700,000</b><br/>(RENMINBI ONEHUNDRED FORTY FIVE MILLION AND SEVEN HUNDRED THOUSAND ONLY)</p> |

## Notes:

- i. Pursuant to stated-owned land use right certificate – Gang Shi Zhang Guo Yong (2013) Di 0006 – 贛市章國用(2013)第0006號, the land use right of a parcel of land located at lot K21, Zhangjiang New District with site area of approximately 51,950.2 sq.m. has been granted to Laihua TaiFeng Limited (萊華泰豐有限公司) (“Vendor”) for a term expiring on 20 February 2052 (commercial use) and 20 February 2082 (residential use) respectively; the permitted usage is commercial service and residential.
- ii. Pursuant to 166 sets of real estate registration record, the registered owner of the property is Vendor. The property has a total gross floor area of approximately 29,553.53 sq.m. (Commercial Properties) and 4,329.84 sq.m. (Parking Lots) respectively. According to the supplementary clause in the land transfer agreement, Commercial Properties with gross floor area of not less than 30,000 sq.m. must be operated as a whole and cannot be divided for sale.

In undertaking our valuation of the Property, we have made reference to various market comparable. All comparable have the same usage with the respective portion of the property (i.e. serviced apartment, retail, office or car parking space) and situated in close proximity or similar location to the Property, with offering dates closely aligned to the Valuation. Due adjustments to the unit rates of these comparable have been made to reflect factors including but not limited to location, size, condition, usage and floor in our assessment.

Details of selected land comparable are listed below:

Serviced apartment:

|                           | <b>Rong Jiang Fu</b><br>(蓉江府) | <b>Yuanhe Time Centre</b><br>(元和時代中心) | <b>Hong Dian Apartment</b><br>(紅點公寓) |
|---------------------------|-------------------------------|---------------------------------------|--------------------------------------|
| Gross Floor Area(sq.m.):  | 50.00                         | 67.54                                 | 38.00                                |
| Usage:                    | Apartment                     | Apartment                             | Apartment                            |
| Date of offering:         | 2023 Q4                       | 2023 Q4                               | 2023 Q4                              |
| Amount (RMB):             | 360,000                       | 498,000                               | 299,000                              |
| Unit Rate (RMB):          | 7,200                         | 7,373                                 | 7,868                                |
| Adjusted Unit Rate (RMB): | 5,249                         | 5,375                                 | 5,736                                |

Office:

|                           | <b>The Mixc</b><br>(萬象城) | <b>Zhong Ting Plaza</b><br>(中廷廣場) | <b>China Resources Building</b><br>(華潤大廈) |
|---------------------------|--------------------------|-----------------------------------|---|
| Gross Floor Area(sq.m.):  | 203.00                   | 1,168.00                          | 257.00                                    |
| Usage:                    | Office                   | Office                            | Office                                    |
| Date of offering:         | 2023 Q4                  | 2023 Q4                           | 2023 Q4                                   |
| Amount (RMB):             | 1,500,000                | 8,680,000                         | 1,980,000                                 |
| Unit Rate (RMB):          | 7,389                    | 7,432                             | 7,704                                     |
| Adjusted Unit Rate (RMB): | 5,117                    | 5,147                             | 5,336                                     |

Retail:

|                           | Retail Shop at Jin Zun Garden<br>(金樽花園) | Retail Shop at Wan Sheng Street<br>(萬盛街) | Retail Shop at ChangZheng Avenue<br>(長征大道) |
|---------------------------|---|--|--|
| Gross Floor Area(sq.m.):  | 395.00                                  | 281.00                                   | 2,420.00                                   |
| Usage:                    | Retail                                  | Retail                                   | Retail                                     |
| Date of offering:         | 2023 Q4                                 | 2023 Q4                                  | 2023 Q4                                    |
| Amount (RMB):             | 2,420,000                               | 2,530,000                                | 21,780,000                                 |
| Unit Rate (RMB):          | 6,127                                   | 9,004                                    | 9,000                                      |
| Adjusted Unit Rate (RMB): | 3,772                                   | 5,543                                    | 3,645                                      |

Car parking space:

|                           | CPS AT Li Jing Jiang Shan<br>(麗景江山) | CPS AT Jing Jia Shan Yu Cheng<br>(勁嘉山與城) | CPS AT Jia Xing Yun Fu<br>(佳興云府) |
|---------------------------|-------------------------------------|--|----------------------------------|
| Usage:                    | CPS                                 | CPS                                      | CPS                              |
| Date of offering:         | 2023 Q4                             | 2023 Q4                                  | 2023 Q4                          |
| Amount (RMB):             | 70,000                              | 80,000                                   | 88,000                           |
| Unit Rate (RMB):          | 70,000                              | 80,000                                   | 88,000                           |
| Adjusted Unit Rate (RMB): | 50,400                              | 57,600                                   | 63,360                           |

The property is situated at residential and commercial area of Zhanggong District, Ganzhou City. Neighbouring development comprise newly completed residential development, shopping mall, park, government, school and hospital. The location is well established with great convenience. The average unit rate of monthly rental price of similar property is around RMB20-40/sq.m..

- iii. We have been provided with a legal opinion by the Group's PRC legal adviser, regarding the legal title of the property, which contains, inter alia, the followings:
- i) Disposal Properties with total gross floor area of 33,883.37 sq.m. have been vested with 166 sets of real estate title certificates;
  - ii) Disposal Properties have been sold to Ganzhou Tongtai Cultural Tourism Industry Co., Ltd. (贛州通泰文旅產業有限公司) ("Purchaser");
  - iii) Disposal Properties is free from any mortgage or third parties' encumbrance;
  - iv) according to the supplementary clause in the land transfer agreement, the Commercial Properties with not less than 30,000 sq.m. must be operated as a whole and cannot be divided for sale; and
  - v) Disposal Properties can be freely transferred, gifted, or exchanged subject to the specified condition stated in iv) above.

**1. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

**2. DISCLOSURE OF INTERESTS****Directors' and chief executives' interests and short positions in Shares and underlying Shares and debentures of the Company**

As at the Latest Practicable Date, to the best of the Directors' knowledge, none of the Directors or chief executives of the Company or their respective associates had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (ii) to be recorded in the register required to be kept by the Company under section 352 of the SFO; or (iii) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules.

**Directors' rights to acquire Shares or debentures**

Apart from the share option scheme adopted by the Company on 2 June 2020, as at the Latest Practicable Date, none of the Company or any of its subsidiaries, holding companies or fellow subsidiaries was a party to any arrangements which enable the Directors or the chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. Save for the disclosed, as at the Latest Practicable Date, none of the Directors or chief executives of the Company or their spouses or children under the age of 18, was granted any right to subscribe for the equity or debt securities of the Company or any other body corporate nor had exercised any such right.

**Substantial Shareholders' and other person's interests and short positions in the Shares and underlying shares of the Company**

As at the Latest Practicable Date, to the best of the Directors' knowledge, the following, not being a Director or the chief executives of the Company, have an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and are recorded in the register kept by the Company under section 336 of the SFO:

| Name of Shareholder                              | Capacity in which interests in the Shares are held | Number of Shares held | Approximate percentage of Shares in issue as at the Latest Practicable Date<br><i>(Note 1)</i> |
|--|--|-----------------------|--|
| China Grand Developments Limited <i>(Note 2)</i> | Beneficial owner                                   | 800,000,000 (L)       | 29.85%   |
| Mr. Ma Jianghao                                  | Interest in controlled corporation                 | 800,000,000 (L)       | 29.85%   |

Abbreviations: "L" stands for long position

*Notes:*

- As at the Latest Practicable Date, the total issued share capital of the Company amounted to 2,680,000,000 Shares.
- 800,000,000 Shares are held by China Grand Developments Limited, which is wholly-owned by Mr. Ma Jianghao. Pursuant to Division 7 and 8 of Part XV of the SFO, Mr. Ma Jianghao is deemed to be interested in all the Shares in which China Grand Developments Limited has, or deemed to have an interest.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified of any interests or short positions in the Shares or underlying shares of the Company which were required to be recorded in the register kept by the Company under section 336 of the SFO.

**3. DIRECTORS' SERVICE CONTRACT**

As at the Latest Practicable Date, none of the Directors had entered into any service agreement with any member of the Group nor were there any proposed service agreements which would not expire or be determinable by the member of the Group within one year without payment of compensation (other than statutory compensation).

#### 4. DIRECTOR'S INTERESTS IN ASSETS, CONTRACTS AND OTHER INTERESTS

##### (a) Interests in assets

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been, since 31 December 2022 (the date up to which the latest published audited consolidated financial statements of the Group was made), acquired or disposed of by, or lease to any member of the Group, or which were proposed to be acquired or disposed of by, or leased to any member of the Group.

##### (b) Interests in contracts of significance

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting and which was significant in relation to the business of the Group.

##### (c) Interests in competing business

As at the Latest Practicable Date, pursuant to Rule 8.10 of the Listing Rules, none of the Directors nor their respective close associates had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

#### 5. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claims of material importance and, insofar as the Directors were aware, no litigation or claims of material importance was pending or threatened against any member of the Group.

#### 6. MATERIAL CONTRACTS

The following material contracts, not being contracts entered into in the ordinary course of business of the Group, have been entered into by members of the Group within two years immediately preceding the date of this circular:

- (a) the equity transfer agreement (the “**Equity Transfer Agreement**”) dated 28 April 2022 entered into between Shenzhen Baokai Industries Company Limited\* (深圳寶開實業有限公司) (“**Baokai Industries**”) as vendor, Shenzhen Hongxinglaihua Hotel Company Limited\* (深圳鴻興萊華酒店有限公司) (“**Hongxinglaihua Hotel**”) as purchaser and Shenzhen B& K New Energy Co., Limited\* (深圳邦凱新能源股份有限公司) (“**Shenzhen B&K**”), pursuant to which Baokai Industries conditionally agreed to sell and Hongxinglaihua Hotel conditionally agreed to purchase, 543,600,000 shares of Shenzhen B& K, representing 75.5% of the entire issued share capital of Shenzhen B& K for a consideration of RMB800 million (equivalent to approximately HK\$984 million), details of which were disclosed in the announcements of the Company dated 28 April 2022, 5 May 2022 and 23 May 2022;

- (b) the termination agreement dated 23 May 2022 entered into between Baokai Industries as vendor, Hongxinglaihua Hotel as purchaser and Shenzhen B& K in relation to the termination of the Equity Transfer Agreement, details of which were disclosed in the announcement of the Company dated 23 May 2022;
- (c) the sale and purchase agreement dated 19 October 2022 entered into between Shenzhen Baokai Investment Holding Company Limited\* (“**Shenzhen Baokai**”), an indirect wholly-owned subsidiary of the Company, as purchaser and Shenzhen Hong Jia Xin Technology Limited\* (深圳宏佳新科技有限公司) (“**Shenzhen Hong Jia Xin**”) as vendor, pursuant to which Shenzhen Baokai shall acquire, and Shenzhen Hong Jia Xin shall transfer the entire equity interest of Shantou Taisheng Technology Limited\* (汕頭市泰盛科技有限公司) in two tranches, details of which were disclosed in the announcement and the circular of the Company dated 3 October 2022 and 27 February 2023, respectively;
- (d) the placing agreement dated 27 February 2023 entered into between the Company and Glory Sun Securities Limited (the “**Placing Agent**”) (as placing agent) in relation to the placing of 313,875,122 placing shares of the Company on a best effort basis at the placing price of HK\$0.34 per placing share, details of which are set out in the announcement of the Company dated 27 February 2023. The Company further entered into a supplemental agreement with the Placing Agent, pursuant to which the long stop date of the placing was revised, details of which are set out in the announcement of the Company dated 6 March 2023;
- (e) the two acquisition agreements dated 15 March 2023 and 27 April 2023, respectively, entered into between Shenzhen Gallant Tech Co, Ltd.\* (深圳市佳力興業電子科技有限公司) (“**Shenzhen Gallant**”), an indirect wholly-owned subsidiary of the Company, as purchaser and Shenzhen Dongzhi Energy Co., Ltd.\* (深圳東智能源有限公司) (“**Shenzhen Dongzhi**”) as vendor, pursuant to which Shenzhen Gallant agreed to purchase, and Shenzhen Dongzhi agreed to sell certain commercial office premises located in Shenzhen City, the PRC at the aggregate consideration of RMB70,083,178.64 (equivalent to approximately HK\$79,894,823.65), details of which were disclosed in the announcement of the Company dated 27 April 2023; and
- (f) the subscription agreement dated 20 April 2023 entered into between China Grand Developments Limited (中浩發展有限公司) (“**China Grand**”) and the Company, pursuant to which the Company allotted and issued, and China Grand subscribed for a total of 800,000,000 subscription shares of the Company at the subscription price of HK\$0.281 per subscription share, details of which are set out in the announcement and the circular of the Company dated 20 April 2023 and 5 June 2023, respectively;
- (g) the subscription agreements dated 30 October 2023 executed by Glory Sun Financial Investment Limited (“**Glory Sun Financial**”), a wholly-owned subsidiary of the Company, as subscriber, pursuant to which Glory Sun Financial agreed to subscribe for Glory Sun High Yield Bond SP of Atlantic Strategic SPC Fund II in the total subscription amount of HK\$120,000,000, at an aggregate consideration of HK\$120,000,000, details of which are set out in the announcements of the Company dated 25 September 2023, 4 October 2023, and 30 October 2023; and
- (h) the Sale and Purchase Agreement.

**7. EXPERT AND CONSENT**

The following is the qualification of the expert who has been named in this circular or has given opinion or advice which is contained in this circular:

| <b>Name</b>                        | <b>Qualification</b>        |
|------------------------------------|-----------------------------|
| Valtech Valuation Advisory Limited | Independent property valuer |

As at the Latest Practicable Date, the expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter(s), report(s), opinion and/or references to its name in the form and context in which it appears.

As at the Latest Practicable Date, the expert had no shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the expert had no direct or indirect interest in any assets which have been, since 31 December 2022 (being the date to which the latest published audited financial statements of the Company were made up), acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

**8. DOCUMENTS ON DISPLAY**

Copies of the following documents are available on the website of the Stock Exchange (<http://www.hkexnews.hk>) and on the website of the Company (<http://www.hk1282.com>) for a period of 14 days from the date of this circular:

- (a) the annual reports of the Company for the financial years ended 31 December 2020, 2021 and 2022;
- (b) the interim report of the Company for the six months ended 30 June 2023;
- (c) the valuation report issued by Valtech Valuation Advisory Limited, the text of which is set out in Appendix II to this circular;
- (d) the material contracts referred to in the paragraph headed “6. Material contracts” in this appendix;
- (e) the written consent referred to in the paragraph headed “7. Expert and consent” in this appendix;
- (f) the Sale and Purchase Agreement; and
- (g) this circular.

**9. MISCELLANEOUS**

- (a) The company secretary of the Company is Mr. Yuen Kit Wai. Mr. Yuen graduated from The University of Birmingham in the United Kingdom with a Bachelor's degree in law with business studies. Mr. Yuen joined the Company in July 2015 and has over 10 years of experience in legal, compliance and corporate governance matters.
- (b) The registered office of the Company is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business of the Company in Hong Kong is at Unit 1908, 19/F., Tower Two, Lippo Centre, No. 89 Queensway, Admiralty, Hong Kong.
- (c) The Hong Kong branch share registrar of the Company is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (d) The English text of this circular and the accompanying form of proxy shall prevail over the Chinese text.

---

## NOTICE OF THE EGM

---



# 中澤豐國際有限公司

RENZE HARVEST INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01282)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Renze Harvest International Limited (the “Company”) will be held at Unit 1908, 19/F., Tower 2, Lippo Centre, No. 89 Queensway, Admiralty, Hong Kong on Friday, 22 March 2024 at 11:00 a.m. for the purpose of considering, and if thought fit, passing with or without modification the following resolution:

#### ORDINARY RESOLUTION

“THAT:

- (i) the conditional sale and purchase agreement (the “Sale and Purchase Agreement”) dated 8 December 2023 entered into between Lihua Taifeng Limited\* (萊華泰豐有限公司), an indirect wholly-owned subsidiary of the Company, as the vendor (the “Vendor”) and Ganzhou Tongtai Cultural Tourism Industry Co., Ltd.\* (贛州通泰文旅產業有限公司), as the purchaser (the “Purchaser”) (a copy of which has been produced at the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification) in relation to, among other matters, the proposed disposal of (i) the hotel, restaurants and offices located on the fifth (5th) to twenty-third(23rd) floor of Baoneng Taigu Plaza, East Jiangyuan Avenue, Ganzhou City, Jiangxi Province, the PRC\* (中國江西省贛州市東江源大道寶能太古城), with a gross floor area of approximately 29,553.53 sq.m.; and (ii) the 134 parking lots located at the Baoneng Taigu Plaza, East Jiangyuan Avenue, Ganzhou City, Jiangxi Province, the PRC\* (中國江西省贛州市東江源大道寶能太古城), with a gross floor area of approximately 4,329.84 sq.m., and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; and
- (ii) any one Director (or any two Directors if the affixing of the common seal of the Company is necessary) be and is/are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder and the implementation thereof, including, without limitation, the affixing of common seal of the Company thereon.”

By order of the Board of  
**Renze Harvest International Limited**  
**Huang Wansheng**  
*Chairman and Chief Executive Officer*

Hong Kong, 29 February 2024

---

## NOTICE OF THE EGM

---

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Head office and principal place of business in Hong Kong:*

Unit 1908, 19/F  
Tower Two, Lippo Centre  
No. 89 Queensway  
Admiralty  
Hong Kong

Notes:

1. An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her/its stead at the EGM (or at any adjournment of it) provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she/it were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. A proxy form for use at the EGM is enclosed.
4. In order to be valid, the completed proxy form must be received by the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at least 48 hours before the time appointed for holding the EGM or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company's Hong Kong branch share registrar and transfer office together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
5. For the purpose of determining shareholders' eligibility to attend and vote at the EGM (or at any adjournment of it), the register of members of the Company will be closed from Tuesday, 19 March 2024 to Friday, 22 March 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the EGM, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office at the address stated in note 4 above no later than 4:30 p.m. on Monday, 18 March 2024.
6. As set out in the Letter from the Board included in the circular, each of the resolutions set out in this notice should be voted on by poll.
7. If a typhoon signal No. 8 or above is hoisted or a "black" rainstorm warning signal is in force at any time at or before 11:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hk1282.com](http://www.hk1282.com)) to notify shareholders of the date, time and place of the adjourned meeting. The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situations.

*As at the date of this notice, the Board comprises two executive Directors, namely Mr. Huang Wansheng and Mr. Li Minbin; one non-executive Director, namely, Mr. Zhang Chi; and three independent non-executive Directors, namely Ms. Zhao Yizi, Ms. Zhang Juan and Mr. Chan Manwell.*