

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

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of First Service Holding Limited.*

## **First Service Holding Limited**

### **第一服务控股有限公司**

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

**(Stock Code: 2107)**

#### **ANNOUNCEMENT**

#### **(A) TERMINATION OF THE CS SHARE TRANSFER FRAMEWORK AGREEMENT**

**(B) LAPSE OF THE POSSIBLE UNCONDITIONAL MANDATORY CASH  
OFFER BY SOMERLEY CAPITAL LIMITED FOR AND ON BEHALF OF  
SUNAC SERVICES INVESTMENT III LIMITED TO ACQUIRE ALL THE  
ISSUED SHARES OF FIRST SERVICE HOLDING LIMITED (OTHER THAN  
THOSE ALREADY OWNED BY OR AGREED TO BE ACQUIRED BY SUNAC  
SERVICES INVESTMENT III LIMITED AND PARTIES ACTING IN  
CONCERT WITH IT (EXCEPT MR. ZHANG LEI, MR. ZHANG PENG AND  
THE CS VENDORS))**

**AND**

**(C) RESUMPTION OF TRADING FOR  
FIRST SERVICE HOLDING LIMITED**

## **INTRODUCTION**

Reference is made to (a) the joint announcement dated 1 November 2021 made by First Service Holding Limited and Sunac Services Holdings Limited pursuant to Rule 3.5 of the Takeovers Code (the “**Joint Announcement**”); and (b) the joint announcement dated 30 November 2021 made by First Service Holding Limited and Sunac Services Holdings Limited in respect of the extension of the Long Stop Date (the “**Extension Announcement**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

## **TERMINATION OF THE CS SHARE TRANSFER FRAMEWORK AGREEMENT**

Completion of the CS Share Transfer Framework Agreement is conditional upon the fulfillment or (if applicable) waiver of the conditions precedent as set out in the Joint Announcement. Completion of each of the CS Share Transfer Framework Agreement, the Management Share Transfer Agreement and CDH Share Transfer Agreement are inter-conditional upon each other. The aforementioned conditions precedent under the CS Share Transfer Framework Agreement, the Management Share Transfer Agreement and CDH Share Transfer Agreement shall be satisfied or (if applicable) waived on or before the Long Stop Date, being 31 December 2021 as disclosed in the Extension Announcement.

The Company was informed that certain conditions precedent under the CS Share Transfer Framework Agreement were not satisfied or (if applicable) waived on or prior to the Long Stop Date. Accordingly, the CS Share Transfer Framework Agreement was automatically terminated, and completion under the Management Share Transfer Agreement and CDH Share Transfer Agreement will not take place.

## **LAPSE OF THE OFFER**

As disclosed in the Joint Announcement, the Offer will only be made if Completion takes place. As the CS Share Transfer Framework Agreement was terminated on 31 December 2021, Completion will not proceed.

The offer period in respect of the Offer has ended on the date of this announcement.

The Company was informed by the CS Vendors that they will work with Sunac Services Investment III Limited on the issues which may arise upon termination of the CS Share Transfer Framework Agreement. Further announcement(s) will be made by First Service Holding as and when appropriate in accordance with the applicable laws, rules and regulations.

## **RESUMPTION OF TRADING IN THE SHARES**

At the request of First Service Holding, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 3 January 2022 pending the release of this announcement. Application has been made by First Service Holding for resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 4 January 2022.

### **WARNING**

**As the Offer will not be made, First Service Shareholders and/or potential investors in First Service Holding should exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.**

By order of the Board  
**First Service Holding Limited**  
**Zhang Peng**  
*Chairman*

Hong Kong, 3 January 2022

*As at the date of this announcement, the First Service Holding Board comprises Mr. Liu Peiqing, Mr. Jia Yan, Mr. Jin Chungang and Ms. Zhu Li (executive directors); Mr. Zhang Peng and Mr. Long Han (non-executive directors); and Ms. Sun Jing, Ms. Zhu Caiqing and Mr. Cheng Peng (independent non-executive directors).*

*The First Service Holding Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, the opinions expressed by them in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*