

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.



Fineland Living Services Group Limited

方圓生活服務集團有限公司

(formerly known as Fineland Real Estate Services Group Limited 方圓房地產服務集團有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9978)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (“**Board**”) of directors (“**Directors**”) of Fineland Living Services Group Limited (the “**Company**”) proposes to seek the approval of its shareholders (the “**Shareholders**”) to pass a special resolution at a forthcoming annual general meeting of the Company (the “**AGM**”) to be convened and held for approving, among other things, the amendments (the “**Proposed Amendments**”) to the amended and restated memorandum and articles of association of the Company (the “**Articles**”) in order to (i) bring the Articles in line with the latest legal and regulatory requirements, including amendments made to Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which took effect on 1 January 2022; and (ii) reflect changes made to the Company’s English and Chinese names as approved by the Shareholders in the annual general meeting of the Company held on 28 May 2021; and (iii) reflect changes made to the address of the registered office, principal share registrar and transfer office of the Company in the Cayman Islands as announced by the Company on 16 December 2020.

Major changes brought about by the Proposed Amendments are set out below:

1. to update the English and Chinese names of the Company as approved by the Shareholders in the annual general meeting of the Company held on 28 May 2021;
2. to update the addresses of the registered office, principal share registrar and transfer office of the Company in the Cayman Islands as announced by the Company on 16 December 2020;

3. to update the definition of “the Companies Law” to bring it in line with the latest Companies Act of the Cayman Islands;
4. to provide that the financial year end of the Company shall be 31 of December in each year, unless otherwise determined by the Board;
5. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
6. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;
7. to clarify that a clearing house or its nominee(s) must be entitled to appoint proxies or corporate representatives to attend the Company’s general meetings and creditors meetings and those proxies or corporate representatives must enjoy rights equivalent to the rights of other Shareholders, including the right to speak and vote;
8. to clarify that any Director appointed by the Board to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting;
9. to clarify that the Shareholders may approve the appointment of the auditors of the Company who shall hold office until the next general meeting of the Company by way of an ordinary resolution;
10. to clarify that remuneration of the auditors of the Company shall be fixed by ordinary resolution at the general meeting of the Company at which they are appointed;
11. to delete the provision in relation to the Company’s purchases of redeemable shares not made through the market or by tender;
12. to clarify that where any notice to be given to the Shareholders by way of publishing an advertisement, such advertisement could be published in other forms of media and not only limited to the newspaper; and
13. to provide other minor amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming AGM, and will become effective upon the approval by the Shareholders at the AGM.

A circular of the AGM containing, among other matters, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board of
Fineland Living Services Group Limited
Han Shuguang
Chairman

Hong Kong, 30 March 2022

As at the date of this announcement, the executive Directors are Mr. HAN Shuguang, Ms. RONG Haiming, Mr. YI Ruofeng and Ms. TSE Lai Wa; the non-executive Director is Mr. FONG Ming; and the independent non-executive Directors are Mr. LEUNG Wai Hung, Mr. LIAO Junping, Mr. TIAN Qiusheng and Mr. DU Chenhua.