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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of First Service Holding Limited (the “**Company**”) will be held at the 3rd Floor, Building 10, Wanguocheng MOMA, No. 1 Xiangheyuan Road, Dongzhimenwai, Dongcheng District, Beijing, PRC on Tuesday, June 21, 2022 at 3:00 p.m. for the following purposes:

Ordinary Resolutions

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company and its subsidiaries for the year ended December 31, 2021.
2. To declare a final dividend for the year ended December 31, 2021.
3. (A) To re-elect the following persons as the directors of the Company (the “**Directors**”):
 - (i) Mr. Jia Yan as an executive Director;
 - (ii) Mr. Jin Chungang as an executive Director;
 - (iii) Ms. Zhu Li as an executive Director; and
 - (iv) Mr. Chen Sheng as an independent non-executive Director.
- (B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint KPMG as auditor of the Company and to authorise the Board to fix its remuneration.

5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Applicable Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements or options (including but not limited to warrants, bonds, debentures, notes and other securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Applicable Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Applicable Period;
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Applicable Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the exercise of any rights of subscription or conversion attaching to any warrants or any securities which are convertible into shares of the Company or in issue prior to the date of passing the relevant resolution;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company;
 - (4) shares to be allotted, issued, or dealt with under the specific authority granted by the shareholders of the Company at the general meeting;
 - (5) the exercise of options that may be granted under the share option scheme, shall not exceed the aggregate of:
 - (a) 20% of the number of issued shares of the Company as at the date of passing this resolution; and

- (b) (if the Board is so authorised by the resolution numbered 5(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 5(B) (up to a maximum equivalent to 10% of the number of issued shares of the Company as at the date of passing the resolution numbered 5(B))

and the approval shall be limited accordingly; and

(iv) for the purposes of this resolution:

- (a) “**Applicable Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; and
 - (3) the variation or revocation of the authority given under this resolution by an ordinary resolution of the shareholders at the general meeting of the Company; and
- (b) “**Rights Issue**” means an offer of Shares or an issue of warrants, options or other securities granting rights to subscribe for the Shares, open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**That:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Applicable Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Applicable Period to procure the Company to purchase its shares at a price determined by the Directors;
- (iii) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purposes of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; and
- (c) the variation or revocation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company at the general meeting.”

(C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in this notice being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with or agree conditionally or unconditionally to allot, issue or deal with the Shares pursuant to the resolution numbered 5(A) set out in this notice be and is hereby extended by the addition to the number of the shares of the Company representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution.”

6. To consider and, if thought fit, pass the following resolution as a special resolution (whether amended or not):

Special Resolution

(A) “**That:**

(i) the third amended and restated Memorandum and Articles of Association of the Company in the form of the document marked “A” and produced to the Annual General Meeting and for the purpose of identification initialled by the chairman of the Annual General Meeting, which contains all the proposed amendments mentioned in the circular of the Company dated April 28, 2022 (the “**Circular**”), be and is hereby approved and adopted as the new Memorandum and Articles of Association in substitution for and to the exclusion of the existing second amended and restated memorandum and articles of association of the Company with effect after the close of the Annual General Meeting; and

(ii) any director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the amendments proposed in (i) and the adoption of the third amended and restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By Order of the Board
First Service Holding Limited
Zhang Peng
Chairman

Hong Kong, April 28, 2022

*Registered Office in
Cayman Islands:*

PO Box 309
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Grand Cayman, KY1-1104
Cayman Islands

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Dongcheng District
Beijing, PRC

*Principal Place of
Business in Hong Kong:*

31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. Resolution numbered 5(C) will be proposed to the Shareholders for approval provided that resolutions numbered 5(A) and 5(B) are passed by the Shareholders of the Company.
2. For the purpose of determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, June 16, 2022 to Tuesday, June 21, 2022 (both days inclusive), during which period no transfer of Shares will be registered. To be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates and the duly completed and signed transfer forms must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, June 15, 2022.
3. For determining the entitlement of the Shareholders to receive the final dividend, the register of members of the Company will be closed from Monday, June 27, 2022 to Wednesday, June 29, 2022 (both days inclusive), during which period no transfer of Shares will be registered. To be eligible to receive the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, June 24, 2022.

4. A member of the Company who is entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her/its stead. The proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
5. This form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 3:00 p.m. on Sunday, June 19, 2022) or any adjournment thereof.
6. In respect of the resolution numbered 3(A) above, Mr. Jia Yan, Mr. Jin Chungang, Ms. Zhu Li, and Mr. Chen Sheng shall retire from office and being eligible, have offered themselves for re-election at the above meeting. Details of the above Directors are set out in Appendix I to the Circular dated April 28, 2022.
7. In respect of the resolution numbered 5(A) above, approval is being sought from the Shareholders of the Company for a general mandate to issue Shares to be given to the Directors.
8. In respect of the resolution numbered 5(B) above, approval is being sought from the Shareholders of the Company for a general mandate to repurchase Shares to be given to the Directors. The explanatory statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated April 28, 2022.
9. In respect of the resolution numbered 5(C) above, approval is being sought from the Shareholders of the Company for an extension of the General Mandate to be granted to the Directors pursuant to resolution 5(A) to allot shares by adding to it the number of shares repurchased by the Company under the mandate granted to the Directors pursuant to resolution 5(B).
10. The ordinary resolutions will be voted by poll.
11. In respect of the resolution numbered No. 6(A) above, the amendments to the existing amended and restated Memorandum and Articles of Association of the Company are proposed, the details of which are set out in Appendix III to the Circular containing the notice of this Annual General Meeting. The above special resolution will be voted by poll.
12. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this announcement, our executive Directors are Mr. Liu Peiqing, Mr. Jia Yan, Mr. Jin Chungang and Ms. Zhu Li, our non-executive Directors are Mr. Zhang Peng and Mr. Long Han, and our independent non-executive Directors are Ms. Sun Jing, Mr. Cheng Peng and Mr. Chen Sheng.