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

If you have sold or transferred all your shares in New Hope Service Holdings Limited, you should at once hand this circular, the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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NEW HOPE
新 希 望 服 务 SERVICE
New Hope Service Holdings Limited
新 希 望 服 務 控 股 有 限 公 司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3658)

**DECLARATION OF FINAL DIVIDEND;
RE-ELECTION OF RETIRING DIRECTORS;
GENERAL MANDATES TO ISSUE SHARES
AND BUY BACK SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of New Hope Service Holdings Limited to be held at 1/F, Building 2, New Hope Zhongding International, No. 366 Jinshi Road, Jinjiang District, Chengdu, Sichuan, the PRC on Thursday, 16 June 2022 at 14:00 is set out on pages 17 to 21 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.newhopeservice.com.cn). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment thereof if they so wish.

24 May 2022

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at 1/F, Building 2, New Hope Zhongding International, No. 366 Jinshi Road, Jinjiang District, Chengdu, Sichuan, the PRC on Thursday, 16 June 2022 at 14:00 or any adjournment thereof, the notice of which is set out on pages 17 to 21 of this circular
“Articles of Association”	the amended and restated memorandum and articles of association of the Company adopted on 30 April 2021 which became effective on the Listing Date (as amended from time to time)
“Board”	the board of the Directors
“Buyback Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting the Buyback Mandate
“Cayman Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	New Hope Service Holdings Limited (新希望服務控股有限公司), an exempted company with limited liability incorporated under the laws of Cayman Islands on 5 November 2020, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, refers to Mr. Liu Yonghao, Ms. Liu Chang, Golden Rose Developments Limited, New Prosperity Development Limited, Adventure Way Pte. Ltd. And Medea Investments Limited
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted, extended and issued under the General Mandate may be increased by an additional number representing such number of Shares actually bought back under the Buyback Mandate
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	25 May 2021, the date on which the Shares were listed on the Stock Exchange and from which dealings in the Shares were permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“New Hope Group Company”	New Hope Group Co., Ltd.* (新希望集團有限公司), a company established in the PRC with limited liability on 9 January 1997 and controlled by Mr. Liu Yonghao
“New Hope Property”	Sichuan New Hope Real Estate Development Co., Ltd.* (四川新希望房地產開發有限公司), a company established in the PRC with limited liability on 7 May 1997 and controlled by Mr. Liu Yonghao

DEFINITIONS

“New Hope Service”	New Hope Property Management Service Group Co., Ltd.* (新希望物業服務集團有限公司) (formerly known as Sichuan Dingsheng Property Service Group Co., Ltd.* (四川鼎晟物業服務集團有限公司) and, prior to that, Sichuan Dingsheng Assets Management Co., Ltd.* (四川鼎晟資產管理有限責任公司), a company established in the PRC with limited liability on 26 January 2010 and an indirect wholly-owned subsidiary of our Company
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only, references herein do not apply to Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of HK\$0.01 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



New Hope Service Holdings Limited

新希望服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3658)

Executive Directors:

Ms. Wu Min
Ms. Chen Jing

Non-executive Directors:

Mr. Zhang Minggui (Chairman)
Mr. Jiang Mengjun
Mr. Dong Li
Ms. Huang Kun

Independent non-executive Directors:

Mr. Cao Qilin
Mr. Li Zhengguo
Mr. Kong Chi Mo

Registered office:

71 Fort Street, PO Box 500
George Town, Grand Cayman, KY1-1106
Cayman Islands

*Principal place of business and
headquarters in the PRC:*

16/F, Building 2
New Hope Zhongding International
No. 366 Jinshi Road
Jinjiang District
Chengdu, Sichuan
the PRC

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

24 May 2022

To the Shareholders

Dear Sir or Madam

**DECLARATION OF FINAL DIVIDEND;
RE-ELECTION OF RETIRING DIRECTORS;
GENERAL MANDATES TO ISSUE SHARES
AND BUY BACK SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: the proposals for (i) the declaration of final dividend; (ii) the re-election of the retiring Directors; (iii) the granting of the General Mandate and the Buyback Mandate; and (iv) the extension of the General Mandate.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

As mentioned in the annual results announcement for the year ended 31 December 2021 of the Company dated 21 March 2022, the Board recommended a final dividend of RMB0.071 per Share for the year ended 31 December 2021, totaling approximately RMB58.058 million, which is subject to the approval of the Shareholders at the Annual General Meeting.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the announcement of the Company dated 16 February 2022 in relation to, among others, the appointment of Mr. Kong Chi Mo as an independent non-executive Director with effect from 16 February 2022. In accordance with Article 112 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting. Therefore, Mr. Kong Chi Mo is subject to re-election by the Shareholders at the Annual General Meeting (being the first general meeting of the Company after his appointment). Accordingly, Mr. Kong Chi Mo has offered himself for re-election at the Annual General Meeting.

In accordance with Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

In accordance with Article 108(b) of the Articles of Association, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Ms. Wu Min, Ms. Chen Jing and Mr. Jiang Mengjun, being eligible, have offered themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

The Nomination Committee has reviewed and assessed the background, expertise, experience and time commitment of the retiring Directors, taking into account various aspects set out in the board diversity policy of the Company including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Nomination Committee believe that Ms. Wu Min, Ms. Chen Jing and Mr. Jiang Mengjun who are proposed to be re-elected have rich industry experience in business and general management (including one or more of relevant experience in comprehensive management, business development, finance, auditing and accounting). Ms. Wu Min, Ms. Chen Jing and Mr. Jiang Mengjun, who worked as management members or directors of companies listed in Hong Kong, have considerable experience in corporate governance, auditing and financial reporting of listed companies. The Nomination Committee believes that Ms. Wu Min, Ms. Chen Jing and Mr. Jiang Mengjun are able to provide valuable opinions for the Company in terms of professional skills, knowledge and industry experience, and enable the Board to make balanced and thoughtful decisions in the interests of the Company.

The Nomination Committee has assessed and reviewed the independence of Mr. Kong Chi Mo and has satisfied the independence criteria as set out in Rule 3.13 of the Listing Rules based on his annual written confirmation of independence to the Company. The Nomination Committee has also considered Mr. Kong Chi Mo's qualification and professional experience in accounting and audit, corporate finance, investor relations, company secretarial and governance, enterprise sustainability that will enhance the diversity of the skills and perspectives of the Board. The Board considers that Mr. Kong Chi Mo has devoted sufficient time to perform his duties of an independent non-executive Director. The Nomination Committee has nominated, and the Board has recommended, Ms. Wu Min, Ms. Chen Jing, Mr. Jiang Mengjun and Mr. Kong Chi Mo to stand for re-election at the Annual General Meeting.

The biographical details of the aforesaid retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to allot and issue new Shares, approval is to be sought from the Shareholders, pursuant to Rule 13.36 of the Listing Rules, for the General Mandate to allot and issue Shares. An ordinary resolution no. 9(A) will be proposed at the Annual General Meeting to grant to the Directors the General Mandate to exercise the powers of the Company to allot, issue and deal with new Shares in the share capital of the Company up to 20% of the total number of issued Shares as at the date of the passing of such resolution. As at the Latest Practicable Date, the total number of issued Shares comprised 814,126,000 Shares. Subject to the passing of the above ordinary resolution no. 9(A) and on the basis that no further Shares are allotted and issued or bought back after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to allot and issue a maximum of 162,825,200 Shares.

LETTER FROM THE BOARD

In addition, subject to a separate approval of the ordinary resolution no. 9(C), the number of Shares bought back by the Company under the ordinary resolution no. 9(B), if approved by the Shareholders at the Annual General Meeting, will also be added to extend the General Mandate as mentioned in the ordinary resolution no. 9(A) provided that such additional amount shall not exceed 10% of the total number of issued Shares as at the date of the passing of the General Mandate and Buyback Mandate. The Directors have no immediate plans to allot and issue any new Shares pursuant to the General Mandate.

PROPOSED GRANTING OF BUYBACK MANDATE TO BUY BACK SHARES

An ordinary resolution no. 9(B) will be proposed at the Annual General Meeting to approve the Buyback Mandate to the Directors to exercise the powers of the Company to buy back Shares representing up to 10% of the total number of issued Shares as at the date of the passing of the resolution in relation to the Buyback Mandate.

An explanatory statement required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

For purpose of determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Monday, 13 June 2022 to Thursday, 16 June 2022, both days inclusive, during which period no transfer of the Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant Share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 10 June 2022.

The final dividend, if approved by the Shareholders at the Annual General Meeting, will be paid on or before Monday, 15 August 2022 to the Shareholders whose name appears on the register of members of the Company on Thursday, 4 August 2022. To determine the eligibility of the Shareholders entitled to receive the final dividend, the transfer books and register of members of the Company will also be closed from Tuesday, 2 August 2022 to Thursday, 4 August 2022, both days inclusive, during which period no transfer of the Shares will be registered. In order to be entitled to the payment of final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 1 August 2022.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 21 of this circular is the notice of Annual General Meeting at which, inter alia, the ordinary resolutions will be proposed to Shareholders to consider and approve the proposals for (i) the declaration of final dividend; (ii) the re-election of the retiring Directors; (iii) the granting of the General Mandate and the Buyback Mandate; and (iv) the extension of the General Mandate.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.newhopeservice.com.cn). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to Article 72 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for declaration of final dividend, the re-election of the retiring Directors and the grant of the General Mandate, the Buyback Mandate and the Extension Mandate are in the interests of the Group and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

New Hope Service Holdings Limited

Zhang Minggui

Chairman

The following are the particulars of the retiring Directors being eligible for re-election at the Annual General Meeting.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, none of the following Director has any relationship with any other Directors, senior management, substantial Shareholders or Controlling Shareholders.

Save as disclosed in this circular, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

EXECUTIVE DIRECTORS

Ms. Wu Min (武敏) (“**Ms. Wu**”), aged 49, was appointed as our executive Director on 29 December 2020. She is primarily responsible for the overall financial, cost management, internal control and capital market related matters of our Group.

From November 2002 to August 2007, Ms. Wu worked as tax supervisor in tax administration sector at Pangang Group Company Ltd. (攀鋼集團有限公司), a company principally engaged in metal manufacturing, where she was mainly responsible for tax management and tax planning. From February 2007 to April 2014, she worked in New Hope Group Company with her last position as the director of operation and management department where she became responsible for the overall management. From November 2011 to April 2015, Ms. Wu served as a supervisor in New Hope Liuhe Co., Ltd. (新希望六和股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (stock code: 000876). From December 2012 to April 2015, she served as a non-independent director in Polaris Bay Group Co., Ltd. (華創陽安股份有限公司), whose shares are listed on the Shanghai Stock Exchange (stock code: 600155.SH). From September 2013 to August 2014, she served as a supervisor in Shenzhen Gas Group Co., Ltd. (深圳市燃氣集團股份有限公司), whose shares are listed on the Shanghai Stock Exchange (stock code: 601139.SH). Since February 2014, Ms. Wu has been working as an executive vice president and chief financial officer at New Hope Property and has been mainly responsible for assisting the president in the overall management of the company, including finance, capital and operational matters.

Ms. Wu obtained a diploma in material preparation and performance testing from Sichuan University in the PRC. She also obtained an executive Master of Business Administration degree from Sichuan University in the PRC in June 2018. Ms. Wu was admitted as a Certified Tax Agent (註冊稅務師) by Sichuan Provincial Office of Human Resource (四川省人事廳) in the PRC in August 2002. She was also admitted as a Certified Public Accountant by the Ministry of Finance of the PRC (中華人民共和國財政部) and a senior accountant granted by Pangang Group Company Ltd. in the PRC in December 2002 and March 2005, respectively.

Ms. Wu has entered into an executive Directors' service contract with the Company for a term of three years from the Listing Date. Ms. Wu is not entitled to receive any director's fee for her service as an executive Director.

As at the Latest Practicable Date, Ms. Wu is deemed to be interested in 40,848,000 ordinary shares of the Company in total through New Charm Development Limited within the meaning of Part XV of the SFO.

Ms. Chen Jing (陳靜) ("Ms. Chen"), aged 37, has been our Director since 5 November 2020. She was re-designated as our executive Director and appointed as the chief executive officer of our Group on 29 December 2020. She is primarily responsible for implementation of strategies and operational management of our Group. She joined our Group as the general manager of New Hope Services in August 2018. She also holds directorships in our various subsidiaries.

Prior to joining our Group, from 2011 to 2015, she worked as a person in charge of regional smart services at Chengdu Longhu Property Management Co. Ltd. (成都龍湖物業服務有限公司), where she was mainly responsible for project management. From June 2015 to October 2016, she served as the vice general manager at the Fuzhou branch office of Fuzhou Rongqiao Property Management Co., Ltd. (福州融僑物業管理有限公司福州分公司), where she was mainly responsible for business management. From September 2016 to August 2018, she worked as the general manager at Chengdu branch company of Guangzhou Ningjun Property Management Co. Ltd (廣州市寧駿物業管理有限公司成都分公司), where she was mainly responsible for the overall management of the company.

Ms. Chen received the award of "2020 Top 100 Property Manager with Outstanding Contribution" (2020年度百強物業年度卓越貢獻經理) granted by The Economic Observer (經濟觀察報) in August 2020. She obtained a bachelor's degree in polymer materials and engineering from Sichuan University (四川大學) in the PRC in June 2008.

Ms. Chen has entered into an executive Directors' service contract with the Company for a term of three years from the Listing Date. Ms. Chen is entitled to a director's fee of RMB2,205,000 per annum, as recommended by the Remuneration Committee and determined by the Board with reference to her role and responsibilities with the Company.

As at the Latest Practicable Date, Ms. Chen is deemed to be interested in 40,848,000 ordinary shares of the Company in total through New Mistry Development Limited within the meaning of Part XV of the SFO.

NON-EXECUTIVE DIRECTORS

Mr. Jiang Mengjun (姜孟軍) (“**Mr. Jiang**”), aged 47, was appointed as our non-executive Director on 29 December 2020. He is primarily responsible for providing guidance and formulation of business strategies for the overall development of our Group.

From July 2000 onwards, Mr. Jiang has served various positions at the group companies of New Hope Property including as a planning manager in Chengdu Minjiang New Hope Garden Property Development Co., Ltd. (成都岷江新希望花園房地產開發有限責任公司) from July 2000 to December 2004, a deputy director of marketing department at New Hope Property from December 2004 to January 2008, a director of marketing department at Chengdu Minjiang New Hope Huayuan Property Development Co. Ltd. (成都岷江新希望花園房地產開發有限責任公司) from November 2005 to January 2008, a director of marketing department and assistant to the president at New Hope Property from January 2008 to August 2013 and a general manager of Yongjia Wanxin Hengjin Real Estate Co. Ltd (永嘉萬新恒錦置業有限公司) from September 2013 to February 2017. Mr. Jiang was promoted to vice president of New Hope Property in August 2016, where he was mainly responsible for investment development, marketing, design and product development. Since then in September 2020, Mr. Jiang became the executive president of New Hope Property where he is mainly responsible for the overall operational management of New Hope Property.

He also completed the business administration courses from the Business School of Sichuan University (四川大學) in the PRC in June 2010 through long distance learning.

Mr. Jiang has entered into a letter of appointment with the Company for a period of three years from the Listing Date. Mr. Jiang is not entitled to receive any director’s fee for his service as an non-executive Director.

As at the Latest Practicable Date, Mr. Jiang is deemed to be interested in 40,848,000 ordinary shares of the Company in total through New Conception Development Limited within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kong Chi Mo (江智武) (“**Mr. Kong**”), aged 46, was appointed as our independent non-executive Director on 16 February 2022. Mr. Kong has more than 20 years of experience in accounting and audit, corporate finance, investor relations, company secretarial and governance with an additional focus on enterprise sustainability. Mr. Kong currently holds several directorships in listed companies including serving as an independent non-executive director and chairman of audit committee of AK Medical Holdings Limited (stock code: 01789), an independent non-executive director and chairman of audit committee of Beijing Capital Jiaye Property Services Co., Limited (stock code: 02210), and an independent non-executive director and chairman of audit committee of ZACD Group Ltd. (stock code: 08313). All of the above-mentioned public companies are listed on the Stock Exchange.

Mr. Kong started his career as a finance trainee in Hutchison Telecommunications (Hong Kong) Limited, an indirect wholly-owned subsidiary of Hutchison Telecommunications Hong Kong Holdings Limited (stock code: 00215), from June 1997 to March 1998. Mr. Kong worked as a tax associate in PricewaterhouseCoopers, an international accounting firm from March 1998 to October 1999 and worked in KPMG, another international accounting firm from October 1999 to December 2007, during which his last position held in KPMG was audit senior manager. Mr. Kong successively served as an executive director, chief financial officer, company secretary and authorized representative during his employment with China Vanadium Titano-Magnetite Mining Company Limited (stock code: 00893) from May 2008 to March 2020. Mr. Kong served as an independent non-executive director of Huazhang Technology Holding Limited (stock code: 01673) from May 2013 to December 2021, an independent non-executive director of Aowei Holding Limited (formerly known as Hengshi Mining Investments Limited) (stock code: 01370) from June 2013 to March 2021, and an independent non-executive director of Starlight Culture Entertainment Group Limited (formerly known as Jimei International Entertainment Group Limited) (stock code: 01159) from May 2017 to May 2019. All of the above-mentioned public companies are listed on the Stock Exchange.

Mr. Kong is accredited as (i) an European Federation of Financial Analysts Societies (EFFAS) Certified ESG Analyst, the first internationally recognized ESG Professional Accreditation in Hong Kong and (ii) a Value Reporting Foundation's (VRF) Fundamentals of Sustainability Accounting Credential Holder.

Aside from the above-mentioned ESG and sustainability-related qualifications, in aspects of accounting, company secretarial and governance, Mr. Kong is also admitted as (i) a Fellow of the Association of Chartered Certified Accountants (ACCA) in the United Kingdom, (ii) a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants (HKICPA), (iii) a Fellow of both The Chartered Governance Institute (CGI) (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom and The Hong Kong Chartered Governance Institute (HKCGI) (formerly known as The Hong Kong Institute of Chartered Secretaries) with the designations of Chartered Secretary and Chartered Governance Professional, (iv) a Fellow of The Hong Kong Institute of Directors (HKIoD), and (v) an Ordinary Member of Hong Kong Securities and Investment Institute (HKSI). Mr. Kong graduated from The Chinese University of Hong Kong with a Bachelor's degree in Business Administration in December 1997.

Mr. Kong has entered into a letter of appointment with the Company in respect of the appointment as an independent non-executive Director for a term of three years from the date of appointment, namely 16 February 2022. Pursuant to the Articles of Association, Mr. Kong shall hold office until the first general meeting of the Company after his appointment and shall be subject to re-election at the meeting. He is entitled to a director's fee of RMB220,000 per annum for his directorship in the Company, which was determined by the Board on the recommendation of the Remuneration Committee with reference to his qualifications, experience, duties and responsibilities, as well as the prevailing market conditions.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Buyback Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares comprised 814,126,000 Shares. Subject to the passing of the resolution granting the Buyback Mandate and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to buy back a maximum of 81,412,600 Shares representing 10% of the total number of issued Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by Cayman Companies Act or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS AND FUNDING OF BUYBACKS

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back its Shares on the Stock Exchange. Such buybacks may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a buyback will benefit the Company and the Shareholders as a whole.

Buybacks of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Act. The Cayman Companies Act provides that the amount of capital repaid in connection with a share buyback may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the buyback or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on buyback may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are bought back in the manner provided for in the Cayman Companies Act.

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the buyback would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Buyback Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

None of the Director nor any of their respective associates (as defined under the Listing Rules), to the best of their knowledge and belief, having made all reasonable enquiries, currently intends to sell any Shares to the Company or its subsidiaries, in the event that the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buyback Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

No core connected person (as defined under the Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buyback Mandate is exercised.

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

As at the Latest Practicable Date, Golden Rose Developments Limited held approximately 66.92% of the total number of issued Shares. Assuming that there is no change in the number of the issued Shares after the Latest Practicable Date, in the event that the Directors exercised in full the Buyback Mandate if so approved at the Annual General Meeting, the shareholding of Golden Rose Developments Limited would be increased to approximately 74.36% of the issued Shares and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making buyback on the Stock Exchange if the result of the buyback would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE BUYBACK MADE BY THE COMPANY

No buyback of the Shares (whether on the Stock Exchange or otherwise) have been made by the Company since the Listing Date up to and including the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during the period from the Listing Date to the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2021		
May	3.95	3.70
June	4.20	2.61
July	3.05	1.82
August	2.33	2.02
September	2.25	2.03
October	2.18	2.03
November	2.13	1.97
December	2.94	1.87
2022		
January	2.80	2.03
February	2.37	2.12
March	2.44	1.90
April	2.58	2.00
May (up to the Latest Practicable Date)	2.25	1.85

NOTICE OF ANNUAL GENERAL MEETING



New Hope Service Holdings Limited

新希望服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3658)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of New Hope Service Holdings Limited (the “**Company**”) will be convened and held at 1/F, Building 2, New Hope Zhongding International, No. 366 Jinshi Road, Jinjiang District, Chengdu, Sichuan, the PRC on Thursday, 16 June 2022 at 14:00 for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2021.
2. To declare a final dividend of RMB0.071 per share of the Company (the “**Share**”) for the year ended 31 December 2021.
3. To re-elect Ms. Wu Min as an executive director of the Company (the “**Director**”).
4. To re-elect Ms. Chen Jing as an executive Director.
5. To re-elect Mr. Jiang Mengjun as a non-executive Director.
6. To re-elect Mr. Kong Chi Mo as an independent non-executive Director.
7. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
8. To re-appoint KPMG as auditor of the Company and authorize the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

9. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

(A) “**THAT:**

subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(i) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(ii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire Shares; or (3) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of 20% of the total number of Shares in issue as at the date of passing this resolution and the said approval shall be limited accordingly;

(iii) for the purpose of this resolution:–

(a) “Relevant 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;

NOTICE OF ANNUAL GENERAL MEETING

- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “Rights Issue” means an offer of Shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the 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) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back the Shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares, which may be bought back pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of Shares in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) 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 purpose of this resolution:–

“Relevant 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;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
 - (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon the resolutions numbered 9(A) and 9(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 9(A) set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted and issued by the Directors pursuant to such general mandate an amount representing the total number of Shares bought back by the Company under the authority granted pursuant to ordinary resolution numbered 9(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of Shares in issue at the date of passing of the said resolutions.”

By order of the Board
New Hope Service Holdings Limited
Zhang Minggui
Chairman

Hong Kong, 24 May 2022

Registered office:
71 Fort Street, PO Box 500
George Town, Grand Cayman, KY1-1106
Cayman Islands

*Principal place of business and
headquarters in the PRC:*
16/F, Building 2
New Hope Zhongding International
No. 366 Jinshi Road
Jinjiang District
Chengdu, Sichuan
the PRC

*Principal place of business
in Hong Kong:*
40/F, Dah Sing Financial Centre
No. 248 Queen’s Road East
Wanchai, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Resolution numbered 9(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 9(A) and (B) are passed by the shareholders of the Company.
- (ii) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) For ascertaining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members will be closed from Monday, 13 June 2022 to Thursday, 16 June 2022, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 10 June 2022.
- (vi) For ascertaining the entitlement to the proposed final dividend, the transfer books and register of members will be closed from Tuesday, 2 August 2022 to Thursday, 4 August 2022, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 1 August 2022.
- (vii) In respect of the ordinary resolutions numbered 3 to 6 above, Ms. Wu Min, Ms. Chen Jing, Mr. Jiang Mengjun and Mr. Kong Chi Mo shall retire and, being eligible, offer themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix I to the accompanied circular dated 24 May 2022.
- (viii) In respect of the ordinary resolution numbered 9(B) above, an explanatory statement containing further details is set out in Appendix II to the accompanied circular dated 24 May 2022.

As at the date of this circular, the Board comprises Ms. Wu Min and Ms. Chen Jing as executive Directors, Mr. Zhang Minggui (chairman of the Board), Mr. Jiang Mengjun, Mr. Dong Li and Ms. Huang Kun as non-executive Directors and Mr. Cao Qilin, Mr. Kong Chi Mo and Mr. Li Zhengguo as independent non-executive Directors.