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ZHENRO 正榮服務

Zhenro Services Group Limited

正榮服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6958)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Zhenro Services Group Limited (the “**Company**”) will be held at 2/F, Building 7, Hongqiao Zhenro Center, 666 Shenhong Road, Minhang District, Shanghai, PRC, on Wednesday, 18 January 2023 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the 2023 Zhenro Properties Pre-Delivery Property Management Services Framework Agreement (as defined in the circular of the Company dated 30 December 2022 (the “**Circular**”)) and the transactions and proposed annual caps contemplated thereunder be and are hereby confirmed and approved; and the directors of the Company (the “**Directors**”) be and are hereby authorised to execute such documents and take such action as they deem appropriate to implement and give effect to the 2023 Zhenro Properties Pre-Delivery Property Management Services Framework Agreement.”
2. “**THAT** the 2023 Zhenro Properties Management Services Framework Agreement (as defined in the Circular) and the transactions and proposed annual caps contemplated thereunder be and are hereby confirmed and approved; and the Directors be and are hereby authorised to execute such documents and take such action as they deem appropriate to implement and give effect to the 2023 Zhenro Properties Management Services Framework Agreement.”
3. “**THAT** the 2023 Mr. Ou Pre-Delivery Property Management Services Framework Agreement (as defined in the Circular) and the transactions and proposed annual caps contemplated thereunder be and are hereby confirmed and approved; and the Directors be and are hereby authorised to execute such documents and take such action as they deem appropriate to implement and give effect to the 2023 Mr. Ou Pre-Delivery Property Management Services Framework Agreement.”

4. “**THAT** the 2023 Mr. Ou Management Services Framework Agreement (as defined in the Circular) and the transactions and proposed annual caps contemplated thereunder be and are hereby confirmed and approved; and the Directors be and are hereby authorised to execute such documents and take such action as they deem appropriate to implement and give effect to the 2023 Mr. Ou Management Services Framework Agreement.”

By order of the Board
Zhenro Services Group Limited
Huang Xianzhi
Chairman

Hong Kong, 30 December 2022

Notes:

1. All resolutions set out in this notice will be put to vote by way of poll at the EGM pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Accordingly, each of the resolutions to be proposed at the EGM will be put to vote by way of poll, pursuant to Article 72 of the Articles of Association. Article 79 of the Articles of Association provides that on a poll, every shareholder present in person or by proxy shall have one vote for each share registered in his name in the register. An explanation of the detailed procedures of voting by poll will be provided to the shareholders at the EGM. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.zhenrowy.com).
2. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
3. 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.
4. In order to be valid, a form of proxy must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or not less than 48 hours before the time appointed for the holding of 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 and in such event, such form of proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 13 January 2023 to Wednesday, 18 January 2023 (both days inclusive), during which period no share transfers can be registered. In order to determine the identity of the members of the Company who are entitled to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificate(s) and transfer forms must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Thursday, 12 January 2023.

As at the date of this notice, Mr. Lin Xiaotong and Mr. Kang Hong are the executive Directors; Mr. Huang Xianzhi and Mr. Liu Weiliang are the non-executive Directors; and Mr. Ma Haiyue, Mr. Au Yeung Po Fung and Mr. Zhang Wei are the independent non-executive Directors.