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JINKE 金科服务

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Jinke Smart Services Group Co., Ltd.
金科智慧服務集團股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9666)

ANNOUNCEMENT
PROPOSED CHANGE OF DIRECTORS
PROPOSED CHANGE OF SUPERVISORS

The announcement is made by Jinke Smart Services Group Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

PROPOSED CHANGE OF DIRECTORS

The term of office of the current first session of the board (the “**Board**”) of directors (the “**Directors**”) of the Company, comprising, Mr. Xia Shaofei as executive Director, Mr. Luo Licheng, Mr. Liang Zhongtai, Ms. Lin Ke and Mr. Wu Xiaoli and Mr. Xu Guofu as non-executive Directors, and Mr. Cao Guohua, Ms. Yuan Lin and Mr. Chan Chi Fung Leo as independent non-executive Directors, is going to be expired.

Subject to further nomination of a suitable candidate for independent non-executive Director, the Board, with the recommendation of the nomination committee (the “**Nomination Committee**”) of the Company, has resolved to nominate the candidates of the second session of the Board, comprising Mr. Xia Shaofei as the proposed executive Director, Mr. Wu Xiaoli, Ms. Lin Ke, Mr. Wei Yi, Mr. Xu Guofu and Mr. Liang Zhongtai as the proposed non-executive Directors, and Ms. Xiao Huilin and Ms. Yuan Lin as the proposed independent non-executive Directors, subject to the approval by the shareholders of the Company (the “**Shareholders**”) by way of ordinary resolutions at the forthcoming annual general meeting of the Company to be convened and held (the “**AGM**”). Upon the conclusion of the AGM, Mr. Luo Licheng will cease to be a non-executive Director and each of Mr. Cao Guohua and Mr. Chan Chi Fung Leo will cease to be an independent non-executive Director in order to devote more time to their other business commitments. Mr. Luo Licheng, Mr. Cao Guohua and Mr. Chan Chi Fung Leo have confirmed that they have no disagreement with the Board, and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange in relation to their resignation. Mr. Luo Licheng, Mr. Cao Guohua and Mr. Chan Chi Fung Leo have acted diligently and fairly during their tenure of service and have played an active role in the standardized operation and healthy development of the Company. The Board would like to express its sincere gratitude to each of Mr. Luo Licheng, Mr. Cao Guohua and Mr. Chan Chi Fung Leo for their valuable contribution to the Company during their tenure of service.

The Company has received the confirmation in writing from Ms. Xiao Huilin and Ms. Yuan Lin with regard to their independence pursuant to Rule 3.13 of the Listing Rules respectively. The Nomination Committee assessed and reviewed the independence of Ms. Xiao Huilin and Ms. Yuan Lin. The Nomination Committee is of the view that Ms. Xiao Huilin and Ms. Yuan Lin have satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules. The Nomination Committee and the Board have reviewed and considered the experience, skills and knowledge of Ms. Xiao Huilin and Ms. Yuan Lin, which will ensure that the Board has a balanced mix of knowledge and skills, including strategic development, business administration, investment management, and macroeconomics. In addition to their experience, skills and knowledge as mentioned above, the Board has also taken into consideration that their gender, cultural and educational background and professional experience will contribute to the diversity of the Board.

The biographical details of the current proposed Directors of the second session of the Board are set out in Appendix I to this announcement. Subject to the approval of the Shareholders by way of ordinary resolutions at the AGM, the term of office of the current proposed Directors of the second session of the Board shall be three years commencing on the date of approval of the AGM. Each of the proposed Directors of the second session of the Board will enter into service contracts or appointment letters (where applicable) with the Company. Save as disclosed in this announcement and as at the date of this announcement, each of the current proposed Directors of the second session of the Board (i) does not hold any other positions with the Company and other members of the Group; (ii) does not, nor did he or she in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in the shares and underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Save as disclosed in this announcement, the current proposed Directors of the second session of the Board have confirmed that, there are no other matters relating to their proposed appointments that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to their proposed appointments that need to be brought to the attention of the Shareholders.

PROPOSED CHANGE OF SUPERVISORS

The term of office of the current first session of the board of supervisors (the “**Supervisors**”) of the Company, comprising, Mr. Yu Yong and Mr. Han Chong as shareholder Supervisors, and Ms. Ren Wenjuan as employee representative Supervisor, is going to be expired.

The supervisory committee of the Company (the “**Supervisory Committee**”) has resolved to nominate the candidates of the second session of the Board of Supervisors, namely, Mr. Yu Yong and Mr. Luo Ruifeng as the proposed shareholder Supervisors, and Ms. Ren Wenjuan as the proposed employee representative Supervisor, subject to the approval by the Shareholders by way of ordinary resolutions at the AGM. Upon the conclusion of the AGM, Mr. Han Chong will cease to be a shareholder Supervisor in order to devote more time to his other business commitments. Mr. Han Chong has confirmed that he has no disagreement with the Board or Supervisory Committee, and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange in relation to his resignation. The Supervisory Committee would like to express its sincere gratitude to Mr. Han Chong for his valuable contribution to the Company during his tenure of service.

The biographical details of the current proposed Supervisors of the second session of the Supervisory Committee are set out in Appendix II to this announcement. Subject to the approval of the Shareholders by way of ordinary resolutions at the AGM, the term of office of the proposed Supervisors of the second session of the Supervisory Committee shall be three years commencing on the date of approval of the AGM. Each of the proposed Supervisors of the second session of the Supervisory Committee will enter into service contracts with the Company. Save as disclosed in this announcement and as at the date of this announcement, each of the proposed Supervisors of the second session of the Supervisory Committee (i) does not hold any other positions with the Company and other members of the Group; (ii) does not, nor did he or she in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationships with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in the shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed in this announcement, the proposed Supervisors of the second session of the Supervisory Committee have confirmed that, there are no other matters relating to their proposed appointments that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to their proposed appointment that need to be brought to the attention of the Shareholders.

GENERAL

The Company will convene and hold the AGM for the Shareholders to consider and, if thought fit, approve, among others, the proposed appointment of Directors of the second session of the Board and the proposed appointment of Supervisors of the second session of the Supervisory Committee.

A circular containing, among others, (i) details of the proposed appointment of Directors of the second session of the Board and the proposed appointment of Supervisors of the second session of the Supervisory Committee; and (ii) a notice of the AGM, will be despatched to the Shareholders in due course.

By order of the Board
Jinke Smart Services Group Co., Ltd.
Xia Shaofei
Chairman

Hong Kong, 30 March 2023

As at the date of this announcement, the Board comprises Mr. Xia Shaofei as executive Director, Mr. Luo Licheng, Mr. Liang Zhongtai, Ms. Lin Ke and Mr. Wu Xiaoli and Mr. Xu Guofu as non-executive Directors, and Mr. Cao Guohua, Ms. Yuan Lin and Mr. Chan Chi Fung Leo as independent non-executive Directors.

* *for identification purposes only*

Appendix I: Biographical Details of the proposed Directors

Mr. Xia Shaofei (夏紹飛), aged 43, has been serving as the chairman of the Board since August 2014 and has been serving as an executive Director concurrently since May 2020. From April 2002 to August 2014, Mr. Xia served at Jinke Property Group Co., Ltd.* (金科地產集團股份有限公司) (“**Jinke Property**”), responsible for the marketing and brand management and his last position is director of brand and property department. Subject to the terms of the service contract, Mr. Xia is entitled to a director’s emolument of RMB200,000 per annum (before tax), which was determined by the Board on the recommendation of the remuneration committee of the Company with reference to his qualifications, experience, duties and responsibilities, and the prevailing market conditions. Mr. Xia graduated from Chongqing Radio and Television University*(重慶廣播電視大學) with an associate’s degree in accounting computerization in October 2000 and graduated from Southwestern University of Finance and Economics (西南財經大學) with a bachelor’s degree in marketing in July 2015. As at the date of this announcement, Mr. Xia Shaofei is interested in 210,000 H shares of the Company.

Mr. Wu Xiaoli (吳曉力), aged 48, graduated from Tsinghua University(清華大學) with a bachelor’s degree in biomedical engineering in July 1998. Mr. Wu received a master of engineering degree in bioengineering from Boston University in May 2002 and a master of business administration degree from The Wharton School, University of Pennsylvania in May 2004. Mr. Wu has been serving at Boyu Group, LLC (“**Boyu Capital**”) since January 2012 with his current position as managing director. From 1998 to 2000, he served as a consultant at International Business Machines Corporation (IBM). From 2005 to 2011, he worked at McKinsey & Company with his last position as associate principle. Since April 2021, he has been serving as a director of Genesis Medtech Group Limited. Mr. Wu will not receive any emolument as a Director from the Company.

Ms. Lin Ke (林可), aged 39, graduated from Beijing Foreign Studies University (北京外國語大學) with a bachelor’s degree in economics in July 2005 and has been working at Boyu Capital since January 2020 with her current position as managing director. From July 2005 to June 2007, Ms. Lin worked at Jones Lang LaSalle with her last position as deputy manager. From July 2007 to December 2019, she worked at GIC Real Estate with her last position as vice president. Since April 2021, she has been serving as an executive director of Shanghai Jinjun Props Co., Ltd.* (上海勁駿道具有限公司). Since September 2021, she has been serving as a director of Taicang Anguang Supply Chain Management Co., Ltd.* (太倉市安廣供應鏈管理有限公司). Since December 2021, she has been serving as an executive director of Ankuang Enterprise Management (Shanghai) Co., Ltd.* (安廊企業管理(上海)有限公司). Since January 2022, she has been serving as an executive director of Anxing Supply Chain Management (Shanghai) Co., Ltd.* (安杏供應鏈管理(上海)有限公司). Since August 2022, Ms. Lin served as a director of EData Intelligent Valley Limited. Ms. Lin will not receive any emolument as a Director from the Company.

Mr. Wei Yi (韋熠), aged 28, graduated from Duke University with a Bachelor’s Degree in Economics in May 2016 and has been working at Boyu Capital since October 2018 with his current position as Vice President. From August 2016 to October 2017, Mr. Wei worked at J.P. Morgan Securities (Asia Pacific) Limited as an investment banking analyst. From December 2017 to September 2018, he worked at Credit Suisse (Hong Kong) Limited as an investment banking analyst, Mr. Wei will not receive any emolument as a Director from the Company.

Mr. Xu Guofu (徐國富), aged 39, graduated from Chongqing Technology and Business University* (重慶工商大學) with a bachelor's degree in financial management in July 2007. From July 2007 to February 2010, Mr. Xu successively served as an audit assistant and a project manager of Chongqing Branch of Tianjian Accounting Firm (Special general partnership)* (天健會計師事務所(特殊普通合夥)重慶分所). From April 2010 to March 2014, he successively served as an auditor, an accounting director and a financial manager of Jinke Property and its subsidiaries. From March 2014 to June 2015, he served as a financial manager of Chongqing Rongchuangjiye Property Development Co., Ltd.* (重慶融創基業房地產開發有限公司). From July 2015 to May 2020, he successively served as the a manager, a deputy director, a senior deputy director, general manager of the securities department and the secretary of the board of Jinke Property. From May 2020 to February 2023, he served as executive Director, deputy general manager, chief financial officer, joint company secretary and secretary of the Board. Mr. Xu obtained the Intermediate Qualification Level in Accounting (會計中級資格) and the Senior Qualification Level in Accounting (會計高級資格) issued by Chongqing Professional Title Reform Office (重慶市職稱改革辦公室) in December 2011 and February 2018, respectively. Subject to the terms of the service contract, Mr. Xu is entitled to a director's emolument of RMB200,000 per annum (before tax), which was determined by the Board on the recommendation of the remuneration committee of the Company with reference to his qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Mr. Liang Zhongtai (梁忠太), aged 41, graduated from Chongqing Institute of Technology* (重慶工學院) with a bachelor's degree in accounting in July 2003. Mr. Liang received a master of business administration degree from Chongqing University (重慶大學) in June 2021. From July 2003 to June 2009, Mr. Liang served as the project manager of the audit department and the assistant manager of the technical department of Chongqing Branch of Tianjian Accounting Firm (Special general partnership)* (天健會計師事務所(特殊普通合夥)重慶分所). Since July 2009, Mr. Liang has been working at Jinke Property and its certain subsidiaries and branch offices, including several subsidiaries in Chongqing from July 2009 to March 2010 and from April 2014 to April 2015, where he served as deputy manager of financial department and director of financial treasury department, respectively; a subsidiary in Jiangsu from April 2010 to March 2014, where he served as a director of financial department; Chongqing branch office from May 2015 to May 2018, where he served as general manager of financial management department; Jinke Property from June 2018 to March 2021, where he served as a deputy general manager of financial department from June 2018 to February 2019, and was then promoted as a general manager of financial department and the chief risk officer in February 2019. Mr. Liang has been appointed as a supervisor of Jinke Property since January 2021 and has also been serving as a general manager of the investment assessment department of Jinke Property since March 2021. Mr. Liang obtained the Intermediate Qualification Level in Accounting (會計中級資格) issued by Ministry of Finance of the PRC (中華人民共和國財政部) in May 2005 and the Senior Qualification Level in Accounting (會計高級資格) issued by Chongqing Professional Title Reform Office (重慶市職稱改革辦公室) in December 2019. He obtained the Registered Tax Agent (註冊稅務師) issued by Chongqing Professional Title Reform Office (重慶市職稱改革辦公室) in June 2005. He has been serving as the general manager of the finance centre of Jinke Property since May 2022. He has been serving as president assistant of Jinke Property since February 2023. Subject to the terms of the service contract, Mr. Liang is entitled to a director's emolument of RMB200,000 per annum (before tax), which was determined by the Board on the recommendation of the remuneration committee of the Company with reference to his qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Ms. Xiao Huilin (肖慧琳), aged 44, graduated from Beijing Foreign Studies University(北京外國語大學) with a bachelor's degree in information management (English) in July 2002. Ms. Xiao received a doctorate degree in international business from University of Sydney in September 2008 and a post-doctorate degree in marketing from City University of Hong Kong in September 2011. Ms. Xiao worked at University of Sydney as an assistant researcher in 2008 and has been working at Southwestern University of Finance and Economics (西南財經大學) as an associate professor and doctoral supervisor since 2009. She has been serving an independent director of Hubei Mailyard Share Co. Ltd * (湖北美爾雅股份有限公司) (600107.SH) since February 2022, and an independent director of Kingland Technology Co. Ltd. * (京藍科技股份有限公司(000711.SZ) since January 2022. Subject to the terms of the appointment letter, Ms. Xiao is entitled to a director's emolument of RMB300,000 per annum (before tax), which was determined by the Board on the recommendation of the remuneration committee of the Company with reference to her qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Ms. Yuan Lin (袁林), aged 58, graduated from Nankai University(南開大學) with a bachelor's degree in law in July 1986. Ms. Yuan received a master's degree in criminal law and a doctorate degree in criminal law from Southwest University of Political Science and Law (西南政法大學) in March 1991 and June 2010, respectively. From June 1988 to July 1993, Ms. Yuan served as an assistant professor and teacher of Sichuan Institute of Political and Legal Administration* (四川政法管理幹部學院). From July 1993 to November 2005, she served as a lecturer and deputy director of the teaching department of Sichuan Radio and TV University (四川廣播電視大學). Since December 2005, she has been a professor and tutor of postgraduates and doctoral students of Southwest University of Political Science and Law (西南政法大學). Ms. Yuan has also served as the director of the Research Center of Protection of the Rights of Special Community and Crime Prevention (特殊群體權利保護與犯罪預防研究中心) since December 2012. She has been serving as an external director of Chongqing Iron and Steel (Group) Co., Ltd.* (重慶鋼鐵(集團)有限責任公司) since July 2014, an external director of Chongqing Construction Investment Co., Ltd.* (重慶建工投資控股有限責任公司) since February 2015, an independent director of Evergrande Life Assurance Co., Ltd. * (恒大人壽保險有限公司) since May 2019, an independent director of Chongqing Yukai Co., Ltd.* (重慶渝開發股份有限公司) (000514.SZ) since August 2016. From May 2014 to May 2020, she served as an independent director of Chongqing Zhifei Biological Products Co., Ltd. * (重慶智飛生物製品股份有限公司) (300122.SZ). From October 2017 to October 2020, she served as an independent director of Chongqing Landai Powertrain Corp., Ltd. * (重慶藍黛動力傳動機械股份有限公司) (002765.SZ). Ms. Yuan was appointed as the independent non-executive Director in October 2020. Ms. Yuan obtained the certificate of completion of senior management of PRC listed companies in March 2013 and the certificate of completion of the follow-up training of independent non-executive director of PRC listed companies in August 2017 from the Shenzhen Stock Exchange. Ms. Yuan has been serving as the vice chairman of the Chinese Society of Criminology (中國犯罪學學會) since August 2012, an expert member of the Judges Selection Committee of Chongqing (重慶市法官遴選委員會) since September 2015, a member of the Fifth Chongqing People's Congress (第五屆重慶市人民代表大會) since January 2018, a member of the Commission of Supervisory and Judicial Affairs of Chongqing People's Congress Standing Committee (重慶市人大常委會監察和司法委員會) since January 2019 and a Counselor of Chongqing Municipal People's Government (重慶市人民政府參事) since December 2021. Subject to the terms of the appointment letter, Ms. Yuan is entitled to a director's emolument of RMB300,000 per annum (before tax), which was determined by the Board on the recommendation of the remuneration committee of the Company with reference to her qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Appendix II: Biographical Details of the proposed Supervisors

Mr. Yu Yong (余勇), aged 51, obtained his bachelor's degree in Chinese language and literature from Chongqing College of Education* (重慶教育學院) in the PRC by way of correspondence education in June 2004. He obtained his master's degree in administrative management from Party School of Chongqing Party Committee (中共重慶市委黨校) in the PRC in June 2010. Prior to joining Jinke Property and the Company, Mr. Yu successively served as a teacher in Chongqing Bishan District Zhongxing Primary School* (重慶市璧山區中興小學) from July 1990 to August 1999 and Chongqing Bishan Qinggang Junior Middle School* (重慶市璧山縣青槓初級中學校) (now known as Chongqing Bishan District Junior Middle School* (重慶市璧山區青槓初級中學校)) from September 1999 to June 2002. From July 2002 to October 2006, he served as the chief of the political bureau of the United Front Work Department of the Communist Party of China Chongqing Bishan District Committee* (中共重慶市璧山區委統戰部). From November 2006 to March 2010, he served as the secretary general of the Federation of Industry and Commerce of Chongqing Bishan District* (重慶市璧山區工商業聯合會). From April 2010 to March 2017, he successively served as an assistant to the minister, the deputy director of the research office, and the deputy minister of the economic affairs department of the Chongqing Federation of Industry and Commerce * (重慶市工商業聯合會). Mr. Yu joined Jinke Property in June 2017 as the secretary of the party committee. Mr. Yu was appointed as the Supervisor and chairman of the Board of the Supervisors in May 2020. Subject to the terms of the service contract, Mr. Yu is entitled to a supervisor's emolument of RMB120,000 per annum (before tax), which was determined by the Board of Supervisors on the recommendation of the remuneration committee of the Company with reference to his qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Mr. Luo Ruifeng (駱瑞鋒), aged 44, obtained his graduate diploma in accounting from Chongqing Technology and Business University* (重慶工商大學) in June 2000. From January 2005 to January 2008, he served as an auditor at Chongqing Yonghe Accounting Firm* (重慶永和會計師事務所). He joined Jinke Property in February 2008 and successively served as head, manager and deputy director of the audit department, and has been the person-in-charge of the audit department of Jinke Property since June 2022. Mr. Luo was qualified as a Certified Public Accountant awarded by the Chinese Institute of Certified Public Accountant in December 2005. He obtained the Intermediate Qualification Level in Accounting (會計中級資格) issued by Ministry of Finance of the PRC (中華人民共和國財政部) in May 2007. Subject to the terms of the service contract, Mr. Luo is entitled to a supervisor's emolument of RMB120,000 per annum (before tax), which was determined by the Board of Supervisors on the recommendation of the remuneration committee of the Company with reference to his qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Ms. Ren Wenjuan (任文娟), aged 38, obtained her bachelor's degree in accounting from Chengdu University of Information Technology* (成都信息工程學院) in July 2007. Ms. Ren was appointed as the Supervisor on 25 May 2020. Ms. Ren joined the Group as the human resources and administrative assistant in September 2012 and was promoted to the administrative director in March 2019. In March 2021, Ms. Ren was appointed as the deputy general manager of administration and service department of the Company. Prior to joining the Group, from July 2007 to June 2010, Ms. Ren served as an administrative director of Chongqing Branch of Jiatong Tire (China) Investment Co., Ltd. * (佳通輪胎(中國)投資有限公司). Subject to the terms of the service contract, Ms. Ren is entitled to a supervisor's emolument of RMB120,000 per annum (before tax), which was determined by the Board of Supervisors on the recommendation of the remuneration committee of the Company with reference to her qualifications, experience, duties and responsibilities, and the prevailing market conditions.