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*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 06626)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Yuexiu Services Group Limited (the “**Company**”) will be held at Plaza I-IV, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 17 May 2023 at 3:30 p.m. for the following purposes:

1. To receive and adopt the Company’s audited consolidated financial statements, the directors’ report and the independent auditor’s report for the year ended 31 December 2022.
2. To declare a final dividend for the year ended 31 December 2022.
3. To re-elect directors of the Company (the “**Director(s)**”):
  - (a) To re-elect Mr. Mao Liangmin as an executive Director;
  - (b) To re-elect Mr. Hung Shing Ming as an independent non-executive Director; and
  - (c) To re-elect Ms. Hui Lai Kwan as an independent non-executive Director.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the board of Directors to fix their remuneration.

To consider and if thought fit, to pass with or without modification the following resolutions as Ordinary Resolutions:

5. “**THAT:**
  - (a) subject to paragraph (c) below and pursuant to Section 141 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) (“**Companies Ordinance**”), a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue and deal with new shares in the Company and to grant rights to subscribe for, or to convert any security into, new shares in the Company, at the Annual General Meeting;

- (b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible participants under such scheme and arrangement of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time, shall not exceed twenty per cent (20%) of the total number of issued shares of the Company at the date of this Resolution (subject to adjustment in the case of subdivision and/or consolidation of shares of the Company); and that this Resolution shall be limited by the applicable rules and requirements of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) as amended from time to time; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. **“THAT:**

- (a) a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase or otherwise acquire shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, provided that the total number of shares so purchased or otherwise acquired shall not exceed ten per cent (10%) of the total number of issued shares of the Company at the date of this Resolution (subject to adjustment in the case of subdivision and/or consolidation of shares of the Company); and
- (b) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. **“THAT,** conditional upon the passing of Resolutions 5 and 6 set out in the Notice convening this Annual General Meeting, the total number of the shares of the Company which are purchased or otherwise acquired by the Company pursuant to Resolution 6 shall be added to the total number of the shares of the Company which may be allotted and issued pursuant to Resolution 5.”

By Order of the Board  
**Yuexiu Services Group Limited**  
**Yu Tat Fung**  
*Company Secretary*

Hong Kong, 24 April 2023

*Notes:*

1. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 12 May 2023 to Wednesday, 17 May 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 11 May 2023.
2. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 24 May 2023 to Thursday, 25 May 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 May 2023. The final dividend is expected to be paid on or about Thursday, 6 July 2023 to the shareholders whose name appear on the register of members of the Company on Thursday, 25 May 2023.
3. Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or, if he/she holds two or more shares, more person(s) as his/her proxy or proxies to attend and vote instead of him/her. A proxy needs not be a member of the Company. Completion and return of the proxy form will not preclude the members of the Company from attending and voting in person at the Annual General Meeting or any adjourned meeting should they so wish.
4. The proxy form for use at the Annual General Meeting is enclosed with the circular of the Company to its shareholders dated 24 April 2023. The proxy form can also be downloaded from the website of the Company at [www.yuexiuservices.com](http://www.yuexiuservices.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). To be valid, the proxy form must be completed, signed and deposited at the share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be).
5. Pursuant to the ordinary resolution passed by the then Shareholders on 26 May 2022, general mandates were given to Directors to buy back shares on the Stock Exchange and to allot, issue and otherwise deal with additional shares in the capital of the Company respectively. Under the provisions of the Companies Ordinance and the Listing Rules these general mandates lapse at the conclusion of the Annual General Meeting, unless renewed at that meeting. The Ordinary Resolutions sought in items 5 and 6 of the above notice renew these mandates.
6. With reference to the Ordinary Resolutions sought in items 5 and 6 of the above notice, the Directors wish to state that they have no immediate plans to buy back any existing shares or to issue any new shares. Approval is being sought from members of the Company as a general mandate pursuant to the Companies Ordinance and the Listing Rules.

*As at the date of this notice, the board of Directors comprises:*

*Executive Directors:* *ZHANG Jianguo, MAO Liangmin and ZHANG Jin*

*Non-executive Directors:* *LIN Feng (Chairman), YAO Xiaosheng and YANG Zhaoxuan*

*Independent non-executive Directors:* *HUNG Shing Ming, HUI Lai Kwan and CHAN Yuen Hang Kenneth*