

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult a stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **First Service Holding Limited**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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First Service Holding Limited

第一服务控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2107)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

The Annual General Meeting of First Service Holding Limited will be held at the 3rd Floor, Building 10, Wanguocheng MOMA, No. 1 Xiangheyuan Road, Dongzhimenwai, Dongcheng District, Beijing, PRC on Tuesday, 20 June 2023 at 3:00 p.m. and notice of which is set out on pages 14 to 18 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with the Notice. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.firstservice.hk). Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible, but in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (i.e., before 3:00 p.m. on Sunday, 18 June 2023). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) if they so wish.

27 April 2023

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at the 3rd Floor, Building 10, Wanguocheng MOMA, No. 1 Xiangheyuan Road, Dongzhimenwai, Dongcheng District, Beijing, PRC on Tuesday, 20 June 2023 at 3:00 p.m. or any adjournment thereof and notice of which is set out on pages 14 to 18 to of this circular
“Articles of Association”	the third amended and restated memorandum and articles of association of the Company adopted on 21 June 2022 (as amended from time to time)
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China
“Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, “the Company”	First Service Holding Limited (第一服务控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares of not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate
“Group”, “our Group”, “we”, “our” or “us”	the Company and its subsidiaries
“Hong Kong dollars”, “HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Nomination Committee”	the nomination committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares of not exceeding 10% of the number of issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended from time to time)
“Share(s)”	ordinary shares in the capital of our Company with nominal value of US\$0.0000002 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases (as amended from time to time)
“%”	per cent

References to dates and time in this circular are to Hong Kong dates and time.

LETTER FROM THE BOARD

First Service Holding Limited

第一服务控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2107)

Executive Directors:

Mr. Liu Peiqing (劉培慶)
Mr. Jia Yan (賈岩)
Mr. Jin Chungang (金純剛)
Ms. Zhu Li (朱莉)

Registered Office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Non-executive Directors:

Mr. Zhang Peng (張鵬) (*Chairman of the Board*)
Mr. Long Han (龍晗)

Headquarters in China:

3rd Floor, Building 10
Wanguocheng MOMA
No. 1 Xiangheyuan Road, Dongzhimenwai
Dongcheng District
Beijing, PRC

Independent Non-executive Directors:

Ms. Sun Jing (孫靜)
Mr. Cheng Peng (程鵬)
Mr. Chen Sheng (陳晟)

Principal Place of Business in Hong Kong:

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

27 April 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES**

AND

RE-ELECTION OF DIRECTORS

AND

DECLARATION OF FINAL DIVIDEND

AND

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) granting of the General Mandate to issue Shares; (ii) granting of the Repurchase Mandate to repurchase Shares; (iii) re-election of Directors; and (iv) declaration of a final dividend.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 5(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares or securities convertible into Shares or options, warrants or similar rights not exceeding 20% of the number of issued Shares as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 1,000,000,000 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 5(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 200,000,000 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 5(C), the number of Shares repurchased by the Company under ordinary resolution numbered 5(B) will also be added to extend the limit under the General Mandate as mentioned in ordinary resolution numbered 5(A) provided that such additional number of Shares shall not exceed 10% of the number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new securities pursuant to the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

The Company will propose an ordinary resolution at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

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

RE-ELECTION OF DIRECTORS

In accordance with article 16.19 of the Articles of Association, Mr. Liu Peiqing, Mr. Long Han and Mr. Cheng Peng will retire as a director and, they being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, confirmations and disclosures given by the Directors subject to re-election, integrity, experience, skills and ability to commit time and efforts to carry out duties and

LETTER FROM THE BOARD

responsibilities of the Directors subject to re-election (with reference to the board diversity policy of the Company and nomination principles and criteria set out in the policy for the nomination of Directors), and the Company's corporate strategy.

In view of the background and work experience of Mr. Liu Peiqing, Mr. Long Han and Mr. Cheng Peng, the Nomination Committee and the Board are of the view that they will continuously bring valuable experience, knowledge and professional skills to the Board for its efficient and effective functioning and diversity. Therefore, the Nomination Committee and Board recommended the re-election of all aforementioned Directors.

Mr. Cheng Peng has been an independent non-executive Director since 21 July 2020, and he has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules to the Stock Exchange and the Company. The Board is satisfied that, taking into account, inter alia, the valuable independent judgement, advice and objective views contributed by Mr. Cheng Peng, he is of such character, integrity and experience commensurate with office of independent non-executive Director. The Board is not aware of any circumstance that might influence the independence of Mr. Cheng Peng.

Details of the above Directors who are subject to re-election or re-appointment at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

DECLARATION OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK3.00 cents per Share for the year ended 31 December 2022. Subject to the approval of the ordinary resolution numbered 2 by the Shareholders at the Annual General Meeting, the final dividend is expected to be paid on Tuesday, 18 July 2023 to the Shareholders whose names appear in the register of members of the Company on Wednesday, 5 July 2023.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders to attend the AGM, the register of members of the Company will be closed from Thursday, 15 June 2023 to Tuesday, 20 June 2023 (both days inclusive). The record date is Tuesday, 20 June 2023. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 14 June 2023.

The register of members of the Company will also be closed from Monday, 3 July 2023 to Wednesday, 5 July 2023 (both days inclusive) to determine the entitlement of the Shareholders to receive the final dividend. The record date is Wednesday, 5 July 2023. To be eligible to receive the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 30 June 2023.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting is set out on pages 14 to 18 of this circular, including the ordinary resolutions to be proposed to seek the Shareholders' consideration and approval for the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, re-election of Directors and declaration of a final dividend.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed with the Notice. The form of proxy is also available on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible, but in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (i.e., before 3:00 p.m. on Sunday, 18 June 2023). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting, should you so wish. In such event, the submitted proxy form will be deemed to be revoked.

VOTING BY POLL

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the AGM. Accordingly, none of the Shareholder is required to abstain from voting on the resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, all resolutions to be proposed at the AGM shall be put to a vote on a poll unless the chairman of the meeting, in good faith, allows a vote by show of hands on a resolution which relates purely to a procedural or administrative matter.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by a duly authorised representative shall be entitled to one vote for each Share held by him. The Shareholders with more than one vote are not required to cast all their votes or vote in the same way.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the proposed resolutions regarding the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, re-election of Directors and declaration of a final dividend are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the ordinary resolutions regarding the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, re-election of Directors and declaration of a final dividend.

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

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors proposed to be re-elected at the AGM (pursuant to the Listing Rules).

As at the Latest Practicable Date, save as disclosed in this circular, none of the following Directors had any interest in the Shares (as defined in Part XV of the SFO).

Save as disclosed in this circular, none of the following Directors held any position in the Company or any other member of the Group, nor did they hold any directorship in any other public company, the securities of which are listed on any securities market in Hong Kong or overseas, in the past three years. Save as disclosed in this circular, none of the following Directors had any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed in this circular, there are no other matters concerning the following Directors that need to be brought to the attention of the Shareholders or no other information concerning the following Directors required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Liu Peiqing (劉培慶), aged 40, is our executive Director, co-chief executive officer and general manager. He was appointed as our Director, co-chief executive officer and general manager on 20 January 2020 and redesignated as our executive Director on 19 May 2020. Mr. Liu is primarily responsible for formulating and implementing the strategic business goals of our Group and overseeing the daily management and overall operation of the property management business of our Group.

Mr. Liu has more than 17 years of experience in the property management industry. Prior to joining our Group, from October 2005 to June 2010, Mr. Liu served as a project manager of GSN (Shanghai) Property Services Co., Ltd. (皆斯內(上海)物業管理服務有限公司), a company primarily engaged in providing property management services in China. During that time, Mr. Liu was mainly responsible for the daily management and operation of property management projects. Mr. Liu joined First Property Service (Beijing) Co., Ltd. (“**First Property**”) on 1 June 2010 and served as a project manager and deputy general manager until 7 January 2015, where he was responsible for property project management. From 8 January 2015, Mr. Liu has served as the general manager of First Property, where he is responsible for the daily operation and management of First Property. Mr. Liu has also served as the executive director of First Property since 19 December 2015, where he is responsible for formulating and implementing the strategic business goals of First Property and overseeing the daily management and overall operation of First Property. From 16 July 2015 to 30 April 2020, Mr. Liu served as an executive director of First Moma Assets Management (Beijing) Co., Ltd. (“**First Assets**”), where he was responsible for formulating and implementing the strategic business goals and the daily operation and management of First Assets. Mr. Liu also holds directorships and other positions in a number of other subsidiaries of the Company.

Mr. Liu completed a vocational course in guesthouse services at Weifang No. 1 Vocational Secondary Professional School (濰坊第一職業中等專業學校) in June 1999 in the PRC. Mr. Liu is currently the executive chairman of the Beijing Real Estate Agents Alliance Property Management Committee (北京市房地產經理人聯盟物業管理委員會) and the deputy chairman of the China Real Estate Agents Alliance Property Management Committee (中經聯

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

盟物業管理專委會)。He has also been an executive council member of the China Real Estate Agents Alliance (中經聯盟) since December 2018, and a council member of the China Property Management Institute (中國物業管理協會) since June 2019.

Mr. Liu has entered into a service contract with the Company for an initial fixed term of three years commencing from 28 September 2020. The service contract shall be terminated in accordance with its terms and may be renewed in accordance with the Articles of Association and the applicable Listing Rules. Pursuant to the service contract, Mr. Liu is entitled to a Director's remuneration of RMB981,854.88 per annum and other discretionary bonuses. The remuneration of Mr. Liu is determined by the Board with reference to his duties and responsibilities with the Company and the current market conditions.

As at the Latest Practicable Date, Mr. Liu was interested in 310,000 Shares and was deemed to be interested in 10,988,750 Shares held by Liu Peiqing Management Co., Ltd., within the meaning of Part XV of the SFO. Liu Peiqing Management Co., Ltd. is wholly owned by Mr. Liu.

Mr. Long Han (龍晗), aged 35, was appointed as our Director on 20 January 2020 and redesignated as our non-executive Director on 19 May 2020. Mr. Long is primarily responsible for formulating and leading the overall development strategies and business plans of our Group.

Mr. Long has more than 13 years of experience in the property management industry. Mr. Long served as the director of information operations center and deputy general manager of First Property from 2 August 2010 to 30 September 2015, where he was responsible for building and implementing the information operations system and the daily management of First Property. Mr. Long has served as a deputy general manager of Beijing Lvjian Power Commerce Operations and Management Co., Ltd. (北京綠建動力商業運營管理有限公司) since 1 October 2015, a company principally engaged in professional contracting, enterprise management and equipment maintenance, where he is responsible for the daily operation and management and implementing management decisions of the company. Mr. Long has been appointed as the non-executive director of First Property since 19 December 2015, where he is responsible for guiding major strategies of First Property. Mr. Long has been appointed as an executive director of First Assets since 16 July 2015, where he is responsible for formulating and implementing the strategic business objectives of First Assets and the daily operation and management of First Assets. Mr. Long also holds directorships and other positions in a number of other subsidiaries of our Company.

Mr. Long is a non-executive director of First MOMA Sports Culture Development (Beijing) Co., Ltd (第一摩碼體育文化發展(北京)股份有限公司) (stock code: 872128) since 19 December 2016, a company primarily engaged in preschool education services and fitness services, and Bigger Eco Technology (Xi'an) Co., Ltd (倍格創業生態科技(西安)股份有限公司) (stock code: 873162) since 28 December 2017, a company primarily engaged in providing integrated solutions for office space for small and medium-sized enterprises, both of which are listed on the NEEQ, and where he is responsible for providing advice for the companies' strategy formulation. Mr. Long obtained his bachelor's degree in information management and information systems from Beijing Union University (北京聯合大學) in July 2010 in the PRC.

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Long has entered into a letter of appointment with the Company for an initial fixed term of three years commencing from 28 September 2020. The letter of appointment is subject to termination in accordance with its terms. Pursuant to the letter of appointment, Mr. Long does not receive any remuneration.

As at the Latest Practicable Date, Mr. Long was deemed to be interested in 10,511,250 Shares held by Long Han Management Limited, within the meaning of Part XV of the SFO. Long Han Management Limited is wholly-owned by Mr. Long.

Mr. Cheng Peng (程鵬), aged 49, was appointed as our independent non-executive Director on 21 July 2020.

Mr. Cheng has over 12 years of experience in property management services field. He has been the deputy professor of the department of property management of the school of economic management of Beijing Forestry University (北京林業大學) since July 2011 and started to serve as head of the department from September 2012. From July 1998 to July 2009, he worked as a lecturer and then a deputy professor at the college of management science and information engineering of Jilin University of Finance and Economics (吉林財經大學). From July 2009 to July 2011, he conducted post-doctoral research in management science and engineering at the Graduate School of Chinese Academy of Sciences (中國科學院研究生院) (now known as University of Chinese Academy of Sciences (中國科學院大學)).

Mr. Cheng obtained his bachelor's degree in economic information management from Changchun College of Taxation (長春稅務學院) (now known as Jilin University of Finance and Economics (吉林財經大學)) in the PRC in July 1998. He obtained his master's degree in business administration from Jilin University (吉林大學) in the PRC in June 2005. He obtained his doctor's degree in management science and engineering from Jilin University (吉林大學) in the PRC in June 2009. Mr. Cheng has been a member of the Specialized Committee of Real Estate Market Services of the Science Technology Committee of MOHURD (住房和城鄉建設部科學技術委員會房地產市場服務專業委員會) since 17 September 2019. He has been the deputy secretary of the Chinese Association for Science of Science and S&T Policy (中國科學與科技政策研究會) since 30 March 2018. He also currently serves as the vice chairman of the Specialized Committee of Industry-University-Research of China Property Management Institute (中國物業管理協會產學研專業委員會). Mr. Cheng has been serving as a member of the Specialized Committee of Community Construction of the Science Technology Committee of MOHURD (住房和城鄉建設部科學技術委員會社區建設專業委員會) since 4 August 2020. Mr. Cheng has been an independent non-executive director of Beijing Capital Jiaye Property Services Co., Ltd. (stock code: 2210) (北京京城佳業物業股份有限公司) since 11 October 2021.

Mr. Cheng has entered into a letter of appointment with the Company for an initial fixed term of three years commencing from 28 September 2020. The letter of appointment is subject to termination in accordance with its terms. According to the letter of appointment, Mr. Cheng is entitled to receive a director's fee of RMB100,000 per annum. The remuneration of Mr. Cheng is determined by the Board with reference to his duties and responsibilities with the Company and the current market conditions.

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

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 1,000,000,000 Shares of nominal value of US\$0.0000002 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 100,000,000 Shares which represent 10% of the issued Shares during the period ending on the earlier of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in the general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASES

Our Directors believe that the grant of a general mandate to repurchase Shares to our Directors is in the best interests of our Company and our Shareholders as a whole. Repurchases may, depending on the market conditions, funding arrangement and other circumstances, result in an increase in the net assets and/or earnings per Share. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by our Directors at the relevant time having regard to the circumstances then pertaining. Repurchases of Shares will only be made when our Directors believe that such repurchases will benefit our Company and our Shareholders.

Repurchases must be paid out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time. Subject to the foregoing, any repurchases by our Company may be made out of the profits of our Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Act, the Articles of Association, out of capital and, in the case of any premium payable on the purchase, out of the profits of our Company or from sums standing to the credit of the share premium account of our Company or, subject to the Companies Act, the Articles of Association, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase when they consider that the repurchase would be in the best interests of the Company and Shareholders. The Directors believe that if the Repurchase Mandate is exercised in full, it may have a material adverse impact on the working capital and/or gearing ratio of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. Our Directors, however, do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital

requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. However, our Directors do not propose to exercise the General Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Company.

GENERAL

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) currently intends to sell any Shares to our Company.

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

No core connected person, as defined in the Listing Rules, of our Company has notified our Company that he/she/it has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

TAKEOVERS CODE

If, as a result of any repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Zhang Lei, Glorious Group Holdings Limited, Mr. Zhang Peng and Hao Fung Investment Limited, being a group of controlling Shareholders acting in concert, were interested in a total of 513,929,000 Shares, representing approximately 51.39% of the total issued Shares of the Company.

In the event that the Repurchase Mandate is exercised in full, the aggregate shareholding of Mr. Zhang Lei, Glorious Group Holdings Limited, Mr. Zhang Peng and Hao Fung Investment Limited will be increased to approximately 57.10% of the total issued Shares.

The Directors believe that such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for the substantial shareholders to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

SHARES REPURCHASED BY THE COMPANY

The Company had not repurchased any Shares during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange from the past 12 months up to the Latest Practicable Date were as follows:

Month	Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
2022		
April	0.95	0.77
May	0.88	0.75
June	1.05	0.80
July	0.95	0.82
August	0.86	0.69
September	0.82	0.69
October	0.74	0.63
November	0.70	0.53
December	0.68	0.56
2023		
January	0.63	0.52
February	0.60	0.53
March	0.61	0.46
April (as of the Latest Practicable Date)	0.54	0.46

NOTICE OF ANNUAL GENERAL MEETING

First Service Holding Limited

第一服务控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2107)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of First Service Holding Limited (the “**Company**”) will be held at the 3rd Floor, Building 10, Wanguocheng MOMA, No. 1 Xiangheyuan Road, Dongzhimenwai, Dongcheng District, Beijing, PRC on Tuesday, 20 June 2023 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company and its subsidiaries for the year ended 31 December 2022.
2. To declare a final dividend for the year ended 31 December 2022.
3. (A) To re-elect the following persons as the directors of the Company (the “**Directors**”):
 - (i) Mr. Liu Peiqing as an executive Director;
 - (ii) Mr. Long Han as a non-executive Director; and
 - (iii) Mr. Cheng Peng as an independent non-executive Director.
- (B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint KPMG as auditor of the Company and to authorise the Board to fix its remuneration.
5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Applicable Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements or options (including but not limited to warrants, bonds, debentures, notes and other securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Applicable Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Applicable Period;
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Applicable Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the exercise of any rights of subscription or conversion attaching to any warrants or any securities which are convertible into shares of the Company or in issue prior to the date of passing the relevant resolution;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company;
 - (4) shares to be allotted, issued, or dealt with under the specific authority granted by the shareholders of the Company at the general meeting;
 - (5) the exercise of options that may be granted under the share option scheme, shall not exceed the aggregate of:
 - (a) 20% of the number of issued shares of the Company as at the date of passing this resolution; and
 - (b) (if the Board is so authorised by the resolution numbered 5(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 5(B) (up to a maximum equivalent to 10% of the number of issued shares of the Company as at the date of passing the resolution numbered 5(B))and the approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:
 - (a) “**Applicable Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; and
 - (3) the variation or revocation of the authority given under this resolution by an ordinary resolution of the shareholders at the general meeting of the Company; and
- (b) “**Rights Issue**” means an offer of Shares or an issue of warrants, options or other securities granting rights to subscribe for the Shares, open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”
- (B) “**That:**
- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Applicable Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Applicable Period to procure the Company to purchase its shares at a price determined by the Directors;
 - (iii) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purposes of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; and
 - (c) the variation or revocation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company at the general meeting.”
- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in this notice being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with or agree conditionally or unconditionally to allot, issue or deal with the Shares pursuant to the resolution numbered 5(A) set out in this notice be and is hereby extended by the addition to the number of the shares of the Company representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution.”

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

Hong Kong, 27 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Resolution numbered 5(C) will be proposed to the Shareholders for approval provided that resolutions numbered 5(A) and 5(B) are passed by the Shareholders of the Company.
2. For determining the entitlement of the Shareholders to attend the AGM, the register of members of the Company will be closed from Thursday, 15 June 2023 to Tuesday, 20 June 2023 (both days inclusive). The record date is Tuesday, 20 June 2023. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 14 June 2023.
3. For determining the entitlement of the Shareholders to receive the final dividend, the register of members of the Company will be closed from Monday, 3 July 2023 to Wednesday, 5 July 2023 (both days inclusive), during which period no transfer of Shares will be registered. The record date is Wednesday, 5 July 2023. To be eligible to receive the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 30 June 2023. Subject to approval at the AGM, the final dividend is expected to be paid on Tuesday, 18 July 2023 to the Shareholders whose names appear in the register of members of the Company on Wednesday, 5 July 2023.
4. A member of the Company who is entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her/its stead. The proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
5. This form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 3:00 p.m. on Sunday, 18 June 2023) or any adjournment thereof.
6. In respect of the resolution numbered 3(A) above, Mr. Liu Peiqing, Mr. Long Han and Mr. Cheng Peng will retire as a Director at the AGM and being eligible, have offered themselves for re-appointment at the above meeting. Details of the above Directors subject to re-election are set out in Appendix I to the circular dated 27 April 2023.
7. In respect of the resolution numbered 5(A) above, approval is being sought from the Shareholders of the Company for a general mandate to issue Shares to be given to the Directors.
8. In respect of the resolution numbered 5(B) above, approval is being sought from the Shareholders of the Company for a general mandate to repurchase Shares to be given to the Directors. The explanatory statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated 27 April 2023.
9. In respect of the resolution numbered 5(C) above, approval is being sought from the Shareholders of the Company for an extension of the General Mandate to be granted to the Directors pursuant to resolution 5(A) to allot shares by adding to it the number of shares repurchased by the Company under the mandate granted to the Directors pursuant to resolution 5(B).
10. The ordinary resolutions will be voted by poll.
11. As at the date of this announcement, the executive Directors are Mr. Liu Peiqing, Mr. Jia Yan, Mr. Jin Chungang and Ms. Zhu Li; non-executive Directors are Mr. Zhang Peng and Mr. Long Han; and independent non-executive Directors are Ms. Sun Jing, Mr. Cheng Peng and Mr. Chen Sheng.
12. References to time and dates in this notice are to Hong Kong time and dates.