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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in Jinmao Property Services Co., Limited, you should at once hand this circular, together with the enclosed 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 transferee.

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JINMAO PROPERTY SERVICES CO., LIMITED
金茂物業服務發展股份有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00816)

PROPOSED FINAL DIVIDEND
PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of Jinmao Property Services Co., Limited to be held at Salon III-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 7 June 2023 at 11:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jinmaowy.com>).

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

16 May 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”	the annual general meeting of the Company to be held at Salon III-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 7 June 2023 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“China Jinmao”	China Jinmao Holdings Group Limited (中國金茂控股集團有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00817), and the controlling shareholder of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company”	Jinmao Property Services Co., Limited (金茂物業服務發展股份有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00816)
“Director(s)”	the director(s) of the Company
“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 PRC

DEFINITIONS

“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting
“Jinmao Group”	China Jinmao and its subsidiaries
“Latest Practicable Date”	10 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended or supplemented from time to time



JINMAO PROPERTY SERVICES CO., LIMITED
金茂物業服務發展股份有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00816)

Non-executive Directors:

Mr. Song Liuyi (*Chairman of the Board*)
Ms. Qiao Xiaojie
Ms. He Yamin

Executive Directors:

Mr. Xie Wei (*Chief Executive Officer*)
Ms. Zhou Liye (*Chief Financial Officer*)

Independent Non-executive Directors:

Dr. Chen Jieping
Dr. Han Jian
Mr. Sincere Wong

Registered Office:

Rm 4702-03, 47/F
Office Tower Convention Plaza
1 Harbour Road, Wanchai
Hong Kong

*Corporate Headquarters and
Principal Place of Business
in the PRC:*

6F, YouAn International Tower
Unit 2, Xitieying Middle Ave
Fengtai District, Beijing
the PRC

16 May 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED FINAL DIVIDEND
PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting and to give the Shareholders notice of the Annual General Meeting. The resolutions to be proposed at the Annual General Meeting include, *inter alia*, (i) payment of final dividend; (ii) re-election of Directors; and (iii) the granting of general mandates to buy back Shares and to issue Shares.

2. PROPOSED FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.17 per Share for the year ended 31 December 2022 subject to the approval of the Shareholders at the Annual General Meeting. It is expected that the relevant dividend will be paid on or around Monday, 21 August 2023 to the Shareholders whose names appear on the register of members of the Company after the close of business on Friday, 16 June 2023, subject to Shareholders' approval at the Annual General Meeting.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to the Articles of Association, at the annual general meeting in each year, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but greater than one-third) shall retire from office, and every Director, including those appointed for a specific term, shall subject to retirement at least once every three years. Accordingly, Dr. Chen Jieping, Dr. Han Jian and Mr. Sincere Wong shall retire by rotation at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting, at which an ordinary resolution for the re-election of each of the retiring Directors will be proposed for Shareholders' approval.

In addition, the Board has appointed Mr. Song Liuyi as a non-executive Director on 28 April 2023. In accordance with the Articles of Association, Mr. Song Liuyi shall be subject to re-election by the Shareholders at the first annual general meeting of the Company following his appointment. Mr. Song Liuyi will offer himself for re-election at the Annual General Meeting.

Pursuant to code provision B.3.4 of the Corporate Governance Code in Appendix 14 of the Listing Rules, where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular: (i) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent; (ii) if the proposed independent non-executive director will be holding his seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board; (iii) the perspectives, skills and experience that the individual can bring to the board; and (iv) how the individual contributes to diversity of the board.

In reviewing the structure of the Board, the Remuneration and Nomination Committee of the Company will consider the Board diversity from a number of aspects, including but not limited to talent, skills, gender, age, cultural and educational background, ethnicity, professional experience, independence, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

Dr. Chen Jieping, an emeritus professor at China Europe International Business School, has over 20 years of experience in accounting. Dr. Han Jian, a Professor of Management at China Europe International Business School, has in-depth knowledge in human resources management. Mr. Sincere Wong, admitted to practice law in multiple jurisdictions, has strong theoretical foundation and profound knowledge of laws and regulations. All of them have accumulated extensive management and corporate governance experience through their directorships in various listed companies. The re-election of Dr. Chen Jieping, Dr. Han Jian and

LETTER FROM THE BOARD

Mr. Sincere Wong as independent non-executive Directors may replenish the professional knowledge of the Board in law, accounting and management, promote the diversity of the Board in terms of skills, experience and gender and improve the corporate governance of the Company.

Dr. Chen Jieping, Dr. Han Jian and Mr. Sincere Wong have been serving as independent non-executive Directors of the Company since 10 March 2022. During their term of office, Dr. Chen Jieping, Dr. Han Jian and Mr. Sincere Wong have actively participated in the meetings of the Board and the Board committees, and provided independent and objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole. Dr. Chen Jieping, Dr. Han Jian and Mr. Sincere Wong have not involved in any management role in the Company nor in any relationships which would interfere with the exercise of their independent judgement. The Board considers that the continuous appointment of Dr. Chen Jieping, Dr. Han Jian and Mr. Sincere Wong as independent non-executive Directors of the Company will help maintain the stability of the Board as they will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Neither Dr. Chen Jieping, Dr. Han Jian nor Mr. Sincere Wong holds positions as a director in seven or more listed companies, and each of them is able to devote sufficient time and attention to the Company.

In addition, each of Dr. Chen Jieping, Dr. Han Jian and Mr. Sincere Wong has declared his or her independence by submitting an annual written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Board believes that each of Dr. Chen Jieping, Dr. Han Jian and Mr. Sincere Wong is independent from the Company and complies with the independence requirements of Rule 3.13 of the Listing Rules.

On such basis, the Remuneration and Nomination Committee nominated Dr. Chen Jieping, Dr. Han Jian and Mr. Sincere Wong to the Board for it to recommend to the Shareholders for re-election at the Annual General Meeting.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

Pursuant to the Shareholder's resolutions passed on 2 June 2022, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 90,418,900 Shares on the basis that the number of issued Shares of the Company remains unchanged on the date of the Annual General Meeting).

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Pursuant to the Shareholder's resolutions passed on 2 June 2022, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting (i.e. a total of 180,837,800 Shares on the basis that the number of issued Shares of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jinmaowy.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 2 June 2023 to Wednesday, 7 June 2023, both days inclusive, during which period no transfer of Shares will be registered. All transfer document accompanied by the relevant share certificates must be lodged with the Company's 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. on Thursday, 1 June 2023.

For the purpose of determining the entitlement of Shareholders to receive the proposed final dividend, the register of members of the Company will be closed from Wednesday, 14 June 2023 to Friday, 16 June 2023, both days inclusive, during which period no transfer of Shares will be registered. Shareholders who wish to receive the proposed final dividend must lodge all transfer document accompanied by the relevant share certificates with the Company's 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. on Tuesday, 13 June 2023.

8. RECOMMENDATION

The Directors consider that all resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Jinmao Property Services Co., Limited
Song Liuyi
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

Mr. Song Liuyi

Mr. Song Liuyi, who was born in November 1975, is a non-executive Director and the chairman of the Board and his appointment took effect from 28 April 2023. He is mainly responsible for formulation of business strategies and providing guidance for the overall development of the Group.

Mr. Song Liuyi obtained a bachelor's degree in high polymer materials from the Beijing Institute of Technology in 1998 and a master's degree in materials from the Beijing Institute of Technology in 2001.

Mr. Song Liuyi joined China Jinmao as the assistant to the president in May 2011 and became the vice president of China Jinmao in January 2013. He has been serving as the senior vice president of China Jinmao since March 2017, and has been an executive director of China Jinmao since August 2017. Mr. Song Liuyi is also an executive director of Shanghai Chentuo Investment & Consulting Co., Ltd., a subsidiary of China Jinmao. Mr. Song Liuyi joined Sinochem Group Co., Ltd. in 2001 and worked at the investment business department of Sinochem International Corporation, the investment department and the general office of Sinochem Group Co., Ltd.. He served as a non-executive director and the chairman of the board of directors of China VAST Industrial Urban Development Company Limited, a company listed on the Stock Exchange prior to its privatization in December 2022 with the stock code before delisting of 6166, from July 2021 until the delisting of such company. Mr. Song Liuyi has over 20 years of experience in project investment, real estate development and corporate management.

The Company has entered into a letter of appointment with Mr. Song Liuyi. The term of office of Mr. Song Liuyi as a Director is three years, subject to the provisions of retirement under the Articles of Association. Mr. Song Liuyi will not receive any director's fee for serving as a non-executive Director of the Company.

As at the Latest Practicable Date, Mr. Song Liuyi held 45,317 Shares of the Company. Further, he held 3,500,000 shares of China Jinmao, an associated corporation of the Company within the meaning of Part XV of the SFO, and had options for subscription of 3,500,000 shares of China Jinmao. Apart from the above, Mr. Song Liuyi has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Song Liuyi does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Mr. Song Liuyi that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Mr. Song Liuyi that needs to be brought to the attention of the Shareholders.

Dr. Chen Jieping

Dr. Chen Jieping, who was born in August 1953, is an independent non-executive Director and his appointment took effect from 10 March 2022. He is mainly responsible for providing independent advice on the operation and management of our Group.

Dr. Chen Jieping obtained a bachelor of science majoring in hotel and restaurant management and a master of hospitality management from the University of Houston in Texas, the United States in August 1990. He then obtained a master of business administration and a doctoral degree in business administration also from the University of Houston in May 1992 and August 1995, respectively.

Dr. Chen Jieping has over 20 years of experience in accounting. From September 1995 to August 2008, he was a faculty member of the Department of Accountancy at the City University of Hong Kong, and between November 2005 and August 2008 he served as the Head of the department. He was a professor of accounting at China Europe International Business School from August 2008 to December 2018 and is currently an emeritus professor.

Dr. Chen Jieping has served as an independent non-executive director in Huafa Property Services Group Company Limited (a company listed on the Stock Exchange with the stock code of 982) and Saurer Intelligent Technology Co. Ltd. (a company listed on the Shanghai Stock Exchange with the stock code of 600545), since July 2014 and September 2017, respectively. He has also served as an independent director of Milkyway Chemical Supply Chain Service Co., Ltd. (a company listed on the Shanghai Stock Exchange with the stock code of 603713) since 24 September 2021. He served as an independent non-executive director in each of Shenzhen Worldunion Properties Consultancy Incorporated (a company listed on the Shenzhen Stock Exchange with the stock code of 2285) from September 2013 to October 2019, Xinjiang La Chapelle Fashion Co., Ltd. (“**La Chapelle**”, formerly known as Shanghai La Chapelle Fashion Co., Ltd., a company listed on the Stock Exchange with the stock code of 6116 and on the Shanghai Stock Exchange with the stock code of 603157) from April 2016 to October 2019, and Jinmao (China) Hotel Investments and Management Limited (a company whose share stapled units were listed on the Stock Exchange prior to its privatization in October 2020 with the stock code before delisting of 6139) from March 2014 to October 2020.

In September 2019, the Shanghai Stock Exchange issued a public criticism against La Chapelle and its relevant responsible persons, being several then directors and officers, including Dr. Chen Jieping who was an independent non-executive director and the chairman of the audit committee at the time for the inaccuracy of information disclosed in La Chapelle’s profit estimation and the delay in publishing an announcement on the adjustment of its profit estimation (the “**Incident**”). The Shanghai Stock Exchange decided that having initially published a profit warning announcement in January 2019 anticipating a significant reduction in profit for the year 2018, La Chapelle had failed to issue a further profit warning announcement promptly to clarify that it now anticipated a loss, which affected the reasonable expectations of the investors.

Notwithstanding the Incident involving Dr. Chen Jieping, the Company is of the view that Dr. Chen Jieping has the experience, knowledge and skills required for a director of a listed company and is therefore suitable to be a Director pursuant to Rules 3.08 and 3.09 of the Listing Rules having considered the following reasons:

- According to the decision of the Shanghai Stock Exchange, there is no finding of fraud or dishonesty against Dr. Chen Jieping which would affect his suitability as a director of a listed company. The criticism of the Shanghai Stock Exchange does not by itself disqualify Dr. Chen Jieping as a director of public companies in the PRC.
- Dr. Chen Jieping has extensive experience in serving directorship in various public companies. To the best knowledge of the Company having made all reasonable enquiries, Dr. Chen Jieping does not have any other non-compliance record during his directorship in La Chapelle or any other listed companies except for the Incident above.
- Dr. Chen Jieping has participated in continuous professional development to develop and refresh his knowledge and skills and to keep abreast of the latest development of the regulatory requirements, including attending trainings and reading materials on topics including corporate governance, regulatory updates, finance and accounting, and industry development.

The Company has entered into a letter of appointment with Dr. Chen Jieping. The term of office of Dr. Chen Jieping as a Director is three years, subject to the provisions of retirement under the Articles of Association. Dr. Chen Jieping is entitled to an annual director's fee of HK\$200,000.

As at the Latest Practicable Date, Dr. Chen Jieping has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Chen Jieping does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Dr. Chen Jieping that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Dr. Chen Jieping that needs to be brought to the attention of the Shareholders.

Dr. Han Jian

Dr. Han Jian, who was born in September 1972, is an independent non-executive Director and her appointment took effect from 10 March 2022. She is mainly responsible for providing independent advice on the operation and management of our Group.

Dr. Han Jian obtained a bachelor's degree in English language and literature from Renmin University of China in Beijing, the PRC in July 1995. She then obtained the degree of doctor of philosophy majoring in human resources management from the School of Industrial and Labor Relations of Cornell University in New York State, the United States in January 2005.

Dr. Han Jian has been a Professor of Management at China Europe International Business School since 2008. Dr. Han Jian served as an external director of Shenzhen Jiang & Associates Creative Design Co., Ltd. (a company listed on the Shenzhen Stock Exchange with the stock code of 300668) from June 2015 to June 2018. She has been an independent director of Midea Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange with the stock code of 000333) since September 2018, an independent director of Changzhou Xingyu Automotive Lighting System Co., Ltd. (a company listed on the Shanghai Stock Exchange with the stock code of 601799) since April 2022, and an independent director of Dada Group Limited (a company listed on Nasdaq in the United States of America with the stock code of DADA) since August 2022.

The Company has entered into a letter of appointment with Dr. Han Jian. The term of office of Dr. Han Jian as a Director is three years, subject to the provisions of retirement under the Articles of Association. Dr. Han Jian is entitled to an annual director's fee of HK\$200,000.

As at the Latest Practicable Date, Dr. Han Jian has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Han Jian does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Dr. Han Jian that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Dr. Han Jian that needs to be brought to the attention of the Shareholders.

Mr. Sincere Wong

Mr. Sincere Wong, who was born in July 1964, is an independent non-executive Director and his appointment took effect from 10 March 2022. He is mainly responsible for providing independent advice on the operation and management of our Group.

Mr. Sincere Wong received his bachelor's degree in social science from The Chinese University of Hong Kong in December 1986. He passed the Common Professional Examination at Wolverhampton Polytechnic (now known as University of Wolverhampton) in the United Kingdom in July 1990, and the Solicitors' Final Examination of the Law Society of England and Wales with first class honours in October 1991. He was then admitted as a solicitor of the High Court of Hong Kong in October 1993 and a solicitor of the Supreme Court of England & Wales in February 1994. Mr. Sincere Wong was qualified as a lawyer in the Guangdong – Hong Kong – Macao Greater Bay Area in September 2022.

From September 1996 to January 2005, Mr. Sincere Wong served as an in-house legal counsel of Hutchison Whampoa Group, a multinational conglomerate engaging mainly in ports and related services, property and hotels, retail, infrastructure, energy and telecommunications, where he was involved in cross-border acquisitions and day-to-day commercial transactions of a container terminal operator. From February 2005 to November 2006, he served as an in-house legal counsel of China Resources Enterprise, Limited (now known as China Resources Beer (Holdings) Company Limited, whose shares are listed on the Stock Exchange with the stock code of 291 and whose business focus is on the manufacturing, sales and distribution of beer products). From November 2006 to June 2010, he served as the chief legal officer of Shui On Construction and Materials Limited (now known as SOCAM Development Limited, whose shares are listed on the Stock Exchange with the stock code of 983 and whose business focus is on construction and property businesses in the PRC, Hong Kong and Macau). From July 2010 to May 2011, he served as the vice president of the legal department and company secretary of Sateri Holdings Limited (a global specialty cellulose producer subsequently renamed as Bracell Limited, whose shares were listed on the Stock Exchange with the stock code of 1768 prior to its privatization and delisting in October 2016).

From August 2011 to April 2016, he worked at the Listing Department of Hong Kong Exchanges and Clearing Limited, and he served as a vice president at the time of his departure, primarily responsible for reviewing IPO applications and making recommendations to the Listing Committee. In May 2016, he became the founding partner of Wong Heung Sum & Lawyers (formerly known as Sincere Wong & Co.). Mr. Sincere Wong has served as an independent non-executive director of Bank of Gansu Co., Ltd (a company listed on the Stock Exchange with the stock code of 2139), U Banquet Group Holding Limited (now known as Net-a-Go Technology Company Limited, a company listed on the Stock Exchange with the stock code of 1483) and Fulu Holdings Limited (a company listed on the Stock Exchange with the stock code of 2101) since August 2017, September 2018 and August 2020, respectively.

From January 2019 to March 2020, he also served as a non-executive director of MOS House Group Limited (a retailer and supplier of overseas manufactured tiles in Hong Kong and Macau, whose shares are listed on the Stock Exchange with the stock code of 1653).

The Company has entered into a letter of appointment with Mr. Sincere Wong. The term of office of Mr. Sincere Wong as a Director is three years, subject to the provisions of retirement under the Articles of Association. Mr. Sincere Wong is entitled to an annual director's fee of HK\$200,000.

As at the Latest Practicable Date, Mr. Sincere Wong has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Sincere Wong does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Mr. Sincere Wong that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Mr. Sincere Wong that needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 904,189,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 904,189,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 90,418,900 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Share buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for Share buy-back in accordance with its Articles of Association, the laws of Hong Kong and the Listing Rules. The Companies Ordinance provides that payment in connection with a Share buy-back may only be made from the distributable profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the buy-back.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Share Buy-back Mandate is carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back 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.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
May	5.980	4.480
June	5.190	4.450
July	4.940	4.050
August	4.320	3.610
September	4.800	3.430
October	3.900	2.290
November	3.930	2.160
December	4.420	3.620
2023		
January	4.940	3.910
February	4.850	4.040
March	4.500	3.730
April	4.320	3.600
May (<i>up to the Latest Practicable Date</i>)	3.800	3.620

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

7. TAKEOVERS CODE

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

As at the Latest Practicable Date and to the best knowledge of the Directors, China Jinmao and its controlling shareholder Sinochem Hong Kong (Group) Company Limited, in aggregate, held 675,936,102 Shares, representing approximately 74.76% of the total number of issued Shares. In the event that the Directors exercised in full the power to buy back Shares under the Share Buy-back Mandate, the shareholding of China Jinmao and Sinochem Hong Kong (Group) Company Limited would be increased to approximately 83.06%. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a result of an exercise of the Share Buy-back Mandate. However, the Directors will not exercise the Share Buy-back Mandate such that the number of Shares held by the public will fall below 25% of the total number of issued Shares, being the minimum public float requirement under the Listing Rules.

8. SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



JINMAO PROPERTY SERVICES CO., LIMITED 金茂物業服務發展股份有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00816)

NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the annual results announcement for the year ended 31 December 2022 published by Jinmao Property Services Co., Limited (the “**Company**”) on 24 March 2023 (the “**Announcement**”) in relation to, among others, the date of the annual general meeting of the Company (the “**Annual General Meeting**”) and the book closure periods. As disclosed in the Announcement, the Annual General Meeting was originally scheduled to be held on Monday, 5 June 2023. As additional time is needed for the preparation of the Annual General Meeting, the Company has decided to postpone the Annual General Meeting, and as a result, the book closure periods for determining the shareholders’ entitlement to attend and vote at the Annual General meeting and to receive the proposed final dividend as disclosed in the Announcement will also be changed. The details of the revised book closure periods are set out in this notice and the circular of the Company dated 16 May 2023 (the “**Circular**”).

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Salon III-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 7 June 2023 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2022.
2. To declare a final dividend of HK\$0.17 per ordinary share for the year ended 31 December 2022.
3.
 - (a). To re-elect Mr. Song Liuyi as a non-executive director of the Company.
 - (b). To re-elect Dr. Chen Jieping as an independent non-executive director of the Company.
 - (c). To re-elect Dr. Han Jian as an independent non-executive director of the Company.
 - (d). To re-elect Mr. Sincere Wong as an independent non-executive director of the Company.
4. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
5. To re-appoint Ernst & Young as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on

NOTICE OF ANNUAL GENERAL MEETING

which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved and authorized;

- (b) the aggregate number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the approval pursuant to paragraph (a) shall be limited accordingly; and
 - (c) 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 to be held by any applicable law or the articles of association of the Company; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company, to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such power(s) during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of shares allotted, issued and/or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued and/or otherwise dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a) above, other than pursuant to (i) a Rights Issue (as defined in paragraph (c) below), or (ii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted or to be adopted for the grant or issue of options to subscribe for, or rights to acquire shares of the Company, (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, or (iv) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

Relevant Period shall have the same meaning as ascribed to it under the resolution set out in paragraph 6(c) of this notice; and

Rights Issue means the allotment, issue or grant of shares open for a period fixed by the directors of the Company to holders of the shares or any class of shares thereof on the register of members on a fixed record date in proportion to their then holdings of such shares (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 any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

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8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

conditional upon the passing of Resolutions No. 6 and 7, the general mandate granted to the directors of the Company pursuant to Resolution No. 7 be and is hereby extended by the addition thereto of the aggregate number of shares bought back by the Company after approval of Resolution No. 6 provided that such aggregate number of shares shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of the relevant resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution).”

By Order of the Board
Jinmao Property Services Co., Limited
Song Liuyi
Chairman

Hong Kong, 16 May 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In 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 votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement of shareholders to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 2 June 2023 to Wednesday, 7 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s 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 not later than 4:30 p.m. on Thursday, 1 June 2023.
6. The final dividend is expected to be paid on or around Monday, 21 August 2023 to the shareholders whose names appear on the register of members of the Company after the close of business on Friday, 16 June 2023. For determining the entitlement of shareholders to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Wednesday, 14 June 2023 to Friday, 16 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s 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 not later than 4:30 p.m. on Tuesday, 13 June 2023.
7. With respect to Resolution No. 3, details of the retiring directors who will offer themselves for re-election are set out in Appendix I to the Circular.
8. With respect to Resolution No. 6, an explanatory statement (as required by the Listing Rules and the Companies Ordinance) is set out in Appendix II to the Circular.
9. With respect to Resolution No. 7, approval is being sought from the shareholders as a general mandate in compliance with sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Listing Rules.
10. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is in force at 9:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jinmaowy.com>) to notify shareholders of the date, time and place of the rescheduled meeting.
11. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive directors are Mr. Xie Wei and Ms. Zhou Liye; the non-executive directors are Mr. Song Liuyi (Chairman), Ms. Qiao Xiaojie and Ms. He Yamin; and the independent non-executive directors are Dr. Chen Jieping, Dr. Han Jian and Mr. Sincere Wong.