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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Jinke Smart Services Group Co., Ltd., you should at once hand this circular, together with the accompanying proxy forms, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**JINKE 金科服务**

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**Jinke Smart Services Group Co., Ltd.**

**金科智慧服務集團股份有限公司**

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

**(Stock Code: 9666)**

## **PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used on this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise.

A notice convening the EGM to be held at Building A4, East Zone, Jinke Shiniancheng, No. 480, Panxi Road, Shimahe Street, Jiangbei District, Chongqing, the PRC on Thursday, 7 December 2023 at 3:00 p.m. is set out on pages 7 to 8 of this circular. A proxy form for use at the EGM is also enclosed in this circular. Such proxy form for use at the EGM is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.jinkeservice.com](http://www.jinkeservice.com)).

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meeting thereof if they so wish.

17 November 2023

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Jinke Smart Services Group Co., Ltd. (金科智慧服務集團股份有限公司), a joint stock company incorporated in the PRC with limited liability and the H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 9666)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company (or any adjournment thereof) to be convened and held on Thursday, 7 December 2023 at 3:00 p.m. for the purpose of considering and, if thought fit, approving, the appointment of non-executive Directors
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	13 November 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 of Hong Kong Limited

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## DEFINITIONS

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“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the H Shares only
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**JINKE** 金科服务

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**Jinke Smart Services Group Co., Ltd.**

**金科智慧服務集團股份有限公司**

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

**(Stock Code: 9666)**

*Executive Director:*

Mr. Xia Shaofei (*Chairman*)

*Non-executive Directors:*

Mr. Xu Guofu

Mr. Wu Xiaoli

Ms. Lin Ke

*Independent non-executive Directors:*

Ms. Yuan Lin

Ms. Xiao Huilin

Mr. Tung Woon Cheung Eric

*Headquarters in the PRC:*

Building A4

East Zone

Jinke Shiniancheng

No. 480, Panxi Road

Shimahe Street

Jiangbei District

Chongqing, the PRC

*Registered office in the PRC:*

No. 1 affiliated to 484 Panxi Road

Shima River Street

Jiangbei District

Chongqing, PRC

*Principal place of business in Hong Kong:*

40th Floor

Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

17 November 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 3 November 2023 in relation to, *inter alia*, the proposed appointment of each of Mr. Shi Cheng (“**Mr. Shi**”) and Mr. Qi Shihao (“**Mr. Qi**”) as a non-executive Director.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with, among others, (i) further information in relation to the proposed appointment of each of Mr. Shi and Mr. Qi as a non-executive Director; and (ii) a notice convening the EGM.

### 2. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS

As disclosed in the announcement of the Company dated 3 November 2023, the Board, with the recommendation of the nomination committee of the Company, has resolved to nominate Mr. Shi and Mr. Qi as candidates for the proposed appointment of non-executive Directors, subject to the approval by the Shareholders by way of ordinary resolutions at the EGM.

The biographical details of Mr. Shi and Mr. Qi are set out as follows:

#### Mr. Shi Cheng

Mr. Shi Cheng (石誠), aged 38, graduated from (西南政法大學) with a double degree of bachelor of finance and bachelor of laws in July 2007. From March 2013 to August 2014, Mr. Shi served as the finance manager of Chongqing Qizheng Construction (Group) Co., Ltd. (重慶市奇正建設(集團)有限公司). From September 2014 to March 2016, Mr. Shi served as the finance director of Chongqing Fushang Investment Holding Group Co., Ltd. (重慶涪商投資控股集團股份有限公司). From March 2016 to November 2018, Mr. Shi served as the senior investment manager of Chongqing Jinke Investment Holding (Group) Co., Ltd. (重慶市金科投資控股(集團)有限責任公司). Since November 2018, Mr. Shi has been working at Jinke Property Group Co., Ltd. (金科地產集團股份有限公司) (“**Jinke Property**”), being one of the controlling shareholders (as defined in the Listing Rules) of the Company. Currently Mr. Shi serves as a manager of securities affairs department of Jinke Property, where he is responsible for capital operation, investor relations management and information disclosure affairs.

Subject to the approval of the Shareholders by way of an ordinary resolution at the EGM, the Company will enter into a service contract with Mr. Shi. The initial length of service will commence from the date of the EGM and ends when the term of the second session of the Board expires. Pursuant to the service contract, Mr. Shi is entitled to a director’s fee of RMB200,000 per annum (before tax), which was determined by the Board on the recommendation of the remuneration committee of the Company with reference to his qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Save as otherwise disclosed, Mr. Shi has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with the Company and other members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) he does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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## LETTER FROM THE BOARD

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Save as disclosed above, Mr. Shi has confirmed that, there are no other matters relating to his proposed appointment that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders.

### **Mr. Qi Shihao**

Mr. Qi Shihao (祁詩皓), aged 28, graduated from Tsinghua University (清華大學) with a bachelor's degree in management in July 2017. Mr. Qi also received a master's degree in finance from Tsinghua University in July 2019. From July 2019 to June 2021, Mr. Qi worked at Softbank Ventures Asia Corp., as an investment analyst. Since July 2021, Mr. Qi has served as an investment manager at Boyu Capital Advisory Company Limited.

Subject to the approval of the Shareholders by way of an ordinary resolution at the EGM, the Company will enter into a service contract with Mr. Qi. The initial length of service will commence from the date of the EGM and ends when the term of the second session of the Board expires. Pursuant to the service contract, Mr. Qi is entitled to a director's fee of RMB200,000 per annum (before tax), which was determined by the Board on the recommendation of the remuneration committee of the Company with reference to his qualifications, experience, duties and responsibilities, and the prevailing market conditions. Mr. Qi has agreed to waive his director's fee.

Save as otherwise disclosed, Mr. Qi has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with the Company and other members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) he does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Qi has confirmed that, there are no other matters relating to his proposed appointment that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders.

### **3. EGM AND PROXY ARRANGEMENT**

The EGM will be held at Building A4, East Zone, Jinke Shiniancheng, No. 480, Panxi Road, Shimahe Street, Jiangbei District, Chongqing, the PRC on Thursday, 7 December 2023 at 3:00 p.m., for the purpose of considering and, if thought fit, passing the relevant resolutions to approve the proposed appointment of each of Mr. Shi and Mr. Qi as a non-executive Director. A notice convening the EGM is set out on pages 7 to 8 of this circular. A proxy form for use at the EGM is also enclosed in this circular.

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## LETTER FROM THE BOARD

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To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the ordinary resolutions in relation to the proposed appointment of each of Mr. Shi and Mr. Qi as a non-executive Director.

If Shareholders intend to appoint a proxy to attend the EGM, Shareholders are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon and return it by personal delivery or by post not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). The proxy form should be returned to the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or at any other adjourned meeting thereof (as the case may be) if they so wish.

#### **4. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to the proposed resolutions at the EGM.

#### **5. CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 4 December 2023 to Thursday, 7 December 2023 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, holders of H Shares whose transfer documents have not been registered are required to deposit all properly completed share transfer forms together with the relevant share certificates to the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Sunday, 3 December 2023 for registration.

#### **6. RECOMMENDATION**

The Board considers that the ordinary resolutions in relation to the proposed appointment of each of Mr. Shi and Mr. Qi as a non-executive Director at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these resolutions to be proposed at the EGM.

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



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## NOTICE OF EGM

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*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*

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**金科智慧服務集團股份有限公司**

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

**(Stock Code: 9666)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE HELD ON 7 DECEMBER 2023**

**NOTICE IS HEREBY GIVEN THAT** the 2023 second extraordinary general meeting (the “**EGM**”) of Jinke Smart Services Group Co., Ltd. (the “**Company**”) will be convened and held at Building A4, East Zone, Jinke Shiniancheng, No. 480, Panxi Road, Shimahe Street, Jiangbei District, Chongqing, the PRC on Thursday, 7 December 2023 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the relevant resolutions set out below. Unless the context requires otherwise, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 17 November 2023 (the “**Circular**”).

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the appointment of Mr. Shi Cheng as a non-executive Director, and to authorize the Board to fix his remuneration.
2. To consider and approve the appointment of Mr. Qi Shihao as a non-executive Director, and to authorize the Board to fix his remuneration.

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

Chongqing, 17 November 2023

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## NOTICE OF EGM

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*Notes:*

1. The resolutions at the EGM will be taken by poll 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 The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.jinkeservice.com](http://www.jinkeservice.com)) in accordance with the Listing Rules.
2. All shareholders of the Company are eligible for attending the EGM. Any shareholder of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or more than one proxy to attend the EGM and vote instead of him/her. 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 proxy form. Every shareholder of the Company present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be completed and returned to the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 4 December 2023 to Thursday, 7 December 2023 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, holders of H shares of the Company whose transfer documents have not been registered are required to submit the share certificates together with the properly completed share transfer forms to the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Sunday, 3 December 2023 for registration.
5. The instrument appointing the proxy must be in writing and signed by the appointer or his/her attorney duly authorised in writing, or if the appointer is a legal person, either under a legal person’s seal or signed by its director or an attorney duly authorised in writing.
6. The EGM (or any adjournment thereof) is expected to take no more than half a day. Shareholders of the Company or their proxies attending the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

*As at the date of this notice, the Board comprises Mr. Xia Shaofei as executive Director, Mr. Wu Xiaoli, Ms. Lin Ke and Mr. Xu Guofu as non-executive Directors, and Ms. Xiao Huilin, Ms. Yuan Lin and Mr. Tung Woon Cheung Eric as independent non-executive Directors.*