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## New Hope Service Holdings Limited

### 新希望服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3658)

## CONTINUING CONNECTED TRANSACTIONS RENEWAL OF CONTINUING CONNECTED TRANSACTION AGREEMENTS DUE TO EXPIRE ON 31 DECEMBER 2023

### SUMMARY OF CONTINUING CONNECTED TRANSACTIONS

The Board announces that on 15 December 2023 (after trading hours), the Company has entered into the CCT Agreements to renew the transactions contemplated under the corresponding previous agreements. A summary of the continuing connected transactions are listed as follows:

Nature of transactions	Proposed annual caps for the year ending 31 December		
	2024	2025	2026
	<i>(RMB million)</i>		
<i>Non-exempt continuing connected transactions subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements</i>			
2024 Master Commercial Operational and Related Services Agreement	83.6	92.0	101.1
2024 Master Property Management and Related Services Agreement	300	330	363
2024 Centralized Supply Chain Service Framework Agreement	88	100	120

Nature of transactions	Proposed annual caps for the year ending 31 December		
	2024	2025	2026
	<i>(RMB million)</i>		
<i>Partially-exempt continuing connected transactions subject to the reporting, announcement and annual review requirements but exempt from the Independent Shareholders' approval requirement</i>			
2024 Master Dairy Products Purchase Agreement	10	N/A	N/A
2024 Master Property Agency Services Agreement	20	22	24
2024 Master Purchase Agreement	26	28.6	31.5

**RENEWAL OF CONTINUING CONNECTED TRANSACTIONS SUBJECT TO THE REPORTING, ANNUAL REVIEW, ANNOUNCEMENT AND INDEPENDENT SHAREHOLDERS' APPROVAL REQUIREMENTS**

**2024 Master Commercial Operational and Related Services Agreement**

***Background***

Reference is made to the Prospectus in relation to, among others, the continuing connected transactions under the Master Commercial Operational and Related Services Agreement entered into between New Hope Service and New Hope Wuxin and the annual caps thereunder. As the Master Commercial Operational and Related Services Agreement will expire on 31 December 2023, and the Group is expected to carrying on the transactions contemplated thereunder upon its expiry, New Hope Service entered into the 2024 Master Commercial Operational and Related Services Agreement with New Hope Wuxin on 15 December 2023.

***Principal terms***

**Date:** 15 December 2023

**Parties:** New Hope Service  
New Hope Wuxin

**Term:** The term of the 2024 Master Commercial Operational and Related Services Agreement commences from 1 January 2024 (subject to obtaining the Independent Shareholders' approval at the EGM) to 31 December 2026 (both days inclusive).

**Subject matter:** The Group agreed to provide to the New Hope Wuxin Group and its associates with commercial operational services, including but not limited to preliminary planning and consultancy, tenant sourcing and management and marketing and promotion services and other related services, for commercial properties developed/owned/rent by the New Hope Wuxin Group and its associates which include office buildings, shopping malls, commercial complexes and operational spaces in or near residential communities (the “**Commercial Operational and Related Services**”).

**Pricing and other terms:** The fees to be charged for the Commercial Operational and Related Services will be determined after arm’s length negotiations with reference to (i) the size, location and positioning of the properties; (ii) the scope of services; (iii) the anticipated operation costs (including but not limited to labor costs, administration costs and costs of materials), and (iv) the rates generally offered by the Group to Independent Third Parties and the fees for similar services and types of properties in the market.

Members of the New Hope Service Group and members of the New Hope Wuxin Group will enter into separate agreements which will set out the specific terms and conditions according to the principles provided in the 2024 Master Commercial Operational and Related Services Agreement.

### ***Historical amounts***

According to the Master Commercial Operational and Related Services Agreement, the maximum amounts of service fee payable by the New Hope Wuxin Group and its associates in relation to the Commercial Operational and Related Services for each of the three years ending 31 December 2023 will not exceed RMB48.6 million, RMB53.0 million and RMB76.3 million, respectively.

For the two years ended 31 December 2022 and the ten months ended 31 October 2023, the service fees paid by the New Hope Wuxin Group and its associates under the Master Commercial Operational and Related Services Agreement amounted to approximately RMB46.5 million, RMB43.1 million and RMB52.8 million, respectively.

### ***Annual caps and basis of determination***

It is proposed that the annual caps for the transactions contemplated under the 2024 Master Commercial Operational and Related Services Agreement for the three years ending 31 December 2026 are expected not to exceed the followings:

	<b>2024</b>	<b>2025</b>	<b>2026</b>
	<i>(RMB in millions)</i>		
Annual caps	83.6	92.0	101.1

In arriving at the above annual caps, the Directors have considered (i) the historical transaction amounts under the Master Commercial Operational and Related Services Agreement; (ii) the estimated revenue to be recognized in relation to the Commercial Operational and Related Services for the three years ending 31 December 2026 based on the existing signed contracts; (iii) the costs incurred for the related services during the two years ended 31 December 2022 and the nine months ended 30 September 2023; (iv) the estimated GFA in respect of the commercial properties developed by the New Hope Wuxin Group and its associates as of 31 December 2024 for which New Hope Service anticipate it may be engaged to provide the Commercial Operational and Related Services, which is approximately 535,481.6 sq.m., based on the GFA of commercial properties developed by the New Hope Wuxin Group and its associates where the Commercial Operational and Related Services were provided by the Group as at 31 October 2023 and the property development plan of the New Hope Wuxin Group and its associates; and (v) the expected increasing demand and services fee on Commercial Operational and Related Services for the three years ending 31 December 2026.

### ***Reasons for and benefits of entering into the 2024 Master Commercial Operational and Related Services Agreement***

The Group has been providing Commercial Operational and Related Services to New Hope Wuxin Group before the Listing. Under the 2024 Master Commercial Operational and Related Services Agreement, the Group has been able to secure initial service engagements for commercial properties developed by New Hope Wuxin Group and will increase the revenue of the Group.

The Directors (excluding the independent non-executive Directors, whose views will be given after considering the advice from the Independent Financial Adviser) considers it beneficial to enter into the 2024 Master Commercial Operational and Related Services Agreement, and that the entering of the 2024 Master Commercial Operational and Related Services Agreement is in the Group's ordinary course of business, and the terms of the 2024 Master Commercial Operational and Related Services Agreement and proposed annual caps respectively set out thereunder are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## 2024 Master Property Management and Related Services Agreement

### *Background*

Reference is made to the Prospectus in relation to, among others, the continuing connected transactions under the Master Property Management and Related Services Agreement entered into between New Hope Service and New Hope Holdings and the annual caps thereunder. As the Master Property Management and Related Services Agreement will expire on 31 December 2023, and the Group is expected to carrying on the transactions contemplated thereunder upon its expiry, New Hope Service entered into the 2024 Master Property Management and Related Services Agreement with New Hope Holdings on 15 December 2023.

### *Principal terms*

<b>Date:</b>	15 December 2023
<b>Parties:</b>	New Hope Service New Hope Holdings
<b>Term:</b>	The term of the 2024 Master Property Management and Related Services Agreement commences from 1 January 2024 (subject to obtaining the Independent Shareholders' approval at the EGM) to 31 December 2026 (both days inclusive).
<b>Subject matter:</b>	The Group agreed to provide to the New Hope Holdings Group property management and related services, including but not limited to (i) pre-delivery services, including but not limited to (a) preliminary planning and design consultancy services; (b) management services for the sales offices and the display units; (c) house inspection; (d) pre-delivery cleaning services; and (e) pre-delivery preparation; (ii) repair and maintenance services for house and auxiliary facilities after delivery; (iii) property management services for the properties owned or used by New Hope Holdings Group, including but not limited to the unsold residential property units, car parking lots, office buildings and commercial properties; and (iv) other value-added services, such as catering services to the employees of New Hope Holdings Group (the " <b>Property Management and Related Services</b> ").

**Pricing and other terms:**

The fees to be charged for the Property Management and Related Services will be determined after arm's length negotiations with reference to (i) the size, location and positioning of the properties; (ii) the scope of services; (iii) the anticipated operation costs (including but not limited to labor costs, administration costs and costs of materials), and (iv) the prices charged by the Group for providing comparable services to Independent Third Parties. The service fees shall not be higher than the standard fees designated by the relevant regulatory authorities or lower than the standard fees to be charged from Independent Third Parties.

Members of the New Hope Service Group and members of New Hope Holdings Group will enter into separate agreements which will set out the specific terms and conditions according to the principles provided in the 2024 Master Property Management and Related Services Agreement.

***Historical amounts***

According to the Master Property Management and Related Services Agreement, the maximum amounts of service fee payable by the New Hope Holdings Group in relation to the Property Management and Related Services for each of the three years ending 31 December 2023 will not exceed RMB280.8 million, RMB406.6 million and RMB486.9 million, respectively.

For the two years ended 31 December 2022 and the ten months ended 31 October 2023, the service fees paid by the New Hope Holdings Group under the Master Property Management and Related Services Agreement amounted to approximately RMB216.0 million, RMB215.9 million and RMB170.4 million, respectively.

***Annual caps and basis of determination***

It is proposed that the annual caps for the transactions contemplated under the 2024 Master Property Management and Related Services Agreement for the three years ending 31 December 2026 are expected not to exceed the followings:

	<b>2024</b>	<b>2025</b>	<b>2026</b>
	<i>(RMB in millions)</i>		
Annual caps	300	330	363

In arriving at the above annual caps, the Directors have considered (i) the historical transaction amounts under the Master Property Management and Related Services Agreement; (ii) the estimated revenue to be recognized in relation to the Property Management and Related Services for the three years ending 31 December 2026 based on the existing signed contracts. As at 31 October 2023, the Group had contracted to manage a total of 257 projects developed and yet to be delivered by New Hope Wuxin Group and its associates with a total contracted GFA of approximately 38.5 million sq.m.; (iii) the costs incurred for the related services during the two years ended 31 December 2022 and the ten months ended 31 October 2023; (iv) in respect of the management services to be provided at the pre-delivery stage, (a) the estimated GFA of the properties expected to be delivered by the New Hope Wuxin Group and its associates for the year ending 31 December 2024, based on the development plan and the land bank of the New Hope Wuxin Group and its associates as at 30 September 2023, as well as their historical sales GFA during the two years ended 31 December 2022 and the nine months ended 30 September 2023. As at 30 September 2023, New Hope Wuxin Group and its associates had a total land reserve of approximately 6.8 million sq.m.; (b) the bidding success rate during the two years ended 31 December 2022 and the nine months ended 30 September 2023 and estimated bidding capacity of the New Hope Service Group for the year ending 31 December 2024; and (c) the estimated service fee based on the average service fee charged during the two years ended 31 December 2022 and the nine months ended 30 September 2023; (v) in respect of the management services to be provided for the properties owned or used by the New Hope Wuxin Group and its associates, (a) the estimated GFA of the unsold properties of residential properties held by the New Hope Wuxin Group and its associates in the next three years, based on the land bank of the New Hope Wuxin Group and its associates and the total GFA under development as at 30 September 2023. As at 30 September 2023, New Hope Wuxin Group and its associates had a total land reserve of approximately 6.8 million sq.m.; (b) the historical average vacancy rate; and (c) the estimated monthly service fee per sq.m. at which management services will be charged based on the average monthly management fee charged for the nine months ended 30 September 2023; (vi) an estimation of 10% buffer for other value-added services for the year ending 31 December 2024; and (vii) the expected increasing demand on Property Management and Related Services for the three years ending 31 December 2026.

***Reasons for and benefits of entering into the 2024 Master Property Management and Related Services Agreement***

The Group has been providing Property Management and Related Services to New Hope Holdings Group before the Listing. Under the 2024 Master Property Management and Related Services Agreement, the Group has been able to secure initial service engagements for properties developed by New Hope Holdings Group, especially New Hope Wuxin Group and its associates, and will increase the revenue of the Group.



The Directors (excluding the independent non-executive Directors, whose views will be given after considering the advice from the Independent Financial Adviser) considers it beneficial to enter into the 2024 Master Property Management and Related Services Agreement, and that the entering of the 2024 Master Property Management and Related Services Agreement is in the Group's ordinary course of business, and the terms of the 2024 Master Property Management and Related Services Agreement and proposed annual caps respectively set out thereunder are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **2024 Centralized Supply Chain Service Framework Agreement**

### ***Background***

Reference is made to (i) the announcement of the Company dated 25 May 2022 in relation to, among others, the continuing connected transactions under the Centralized Supply Chain Service Framework Agreement entered into between New Hope Service and New Hope Holdings, and the annual caps thereunder; and (ii) the Prospectus and announcements of the Company dated 14 December 2021 and 18 November 2022 respectively in relation to, among others, the continuing connected transactions under the Master Sales Agreement entered into between New Hope Service and New Hope Holdings, and the revised annual caps thereunder. As the Centralized Supply Chain Service Framework Agreement and the Master Sales Agreement will expire on 31 December 2023, and the Group is expected to carrying on the transactions contemplated thereunder upon the expiry, New Hope Service entered into the 2024 Centralized Supply Chain Service Framework Agreement with New Hope Holdings on 15 December 2023.

### ***Principal terms***

<b>Date:</b>	15 December 2023
<b>Parties:</b>	New Hope Service New Hope Holdings
<b>Term:</b>	The term of the 2024 Centralized Supply Chain Service Framework Agreement commences from 1 January 2024 (subject to obtaining the Independent Shareholders' approval at the EGM) to 31 December 2026 (both days inclusive).
<b>Subject matter:</b>	The New Hope Holdings Group has agreed to place order on the supply chain platform of the New Hope Service Group for the products including office supplies, electrical appliances, office computers, home improvement and building materials, daily necessities, office furniture, clothing, processed food, gift box, alcohol and other farm and sideline products.



**Pricing and other terms:**

The New Hope Service Group will source Independent Third Party suppliers for the products ordered by the New Hope Holdings Group. Given that the New Hope Service Group have been cooperated with certain suppliers in the PRC for years, the New Hope Service Group can procure the products at a preferential price. The New Hope Service Group shall then supply the requisite products to the New Hope Holdings Group on terms which are equivalent to those the New Hope Service Group offers to the Independent Third Parties. The prices for the products are determined based on the price list compiled and displayed on the website of the supply chain platform of the New Hope Service Group offered to all its customers including the Independent Third Parties and the New Hope Holdings Group. Such prices offered to both the Independent Third Parties and the New Hope Holdings Group will be determined with reference to the prevailing market price for the products, the size of orders and other technical conditions. Hence, the terms of the sales offered by the New Hope Service Group to the New Hope Holdings Group will be no more favourable than those made available to Independent Third Parties.

Members of the New Hope Holdings Group shall enter into individual agreements (if required by the relevant laws and regulations in the PRC) with members of the New Hope Service Group for the transactions contemplated under the 2024 Centralized Supply Chain Service Framework Agreement in accordance with the principal terms thereof.

***Historical amounts***

According to the Centralized Supply Chain Service Framework Agreement, the maximum amounts of procurement fee payable by the New Hope Holdings Group for each of the two years ending 31 December 2023 will not exceed RMB20.7 million and RMB20.7 million, respectively.

For the year ended 31 December 2022 and the ten months ended 31 October 2023, the procurement fees paid by the New Hope Holdings Group under the Centralized Supply Chain Service Framework Agreement amounted to approximately RMB3.6 million and RMB10.1 million, respectively.

### ***Annual caps and basis of determination***

It is proposed that the annual caps for the transactions contemplated under the 2024 Centralized Supply Chain Service Framework Agreement for the three years ending 31 December 2026 are expected not to exceed the followings:

	<b>2024</b>	<b>2025</b>	<b>2026</b>
	<i>(RMB in millions)</i>		
Annual caps	88	100	120

In arriving at the above annual caps, the Directors have considered (i) the historical transaction amounts under the Centralized Supply Chain Service Framework Agreement; (ii) the scope has been expanded to cover the products previously contemplated under the Master Sales Agreement while for the two years ended 31 December 2022 and the ten months ended 31 October 2023, the procurement fees paid by the New Hope Holdings Group under the Master Sales Agreement amounted to approximately RMB7.3 million, RMB22.3 million and RMB12.0 million, respectively; (iii) the expected increasing demand of the New Hope Holdings Group for the products for the three years ending 31 December 2026; and (iv) the unit price for the products as displayed on the website of the supply chain platform of the New Hope Service Group.

### ***Reasons for and benefits of entering into the 2024 Centralized Supply Chain Service Framework Agreement***

The entering into the 2024 Centralized Supply Chain Service Framework Agreement with New Hope Holdings will enable the Group: (i) to build quality of its supply chain platform that better caters for the procurement needs of corporate customers of the Group. Through its online supply chain platform system, the competition and marketing ability of the Company in the field of lifestyle services will be enhanced by the better quality of supply chain service and competitive commodity price of the Group; and (ii) to increase the revenue of the Company from the business segment of lifestyle services through the consolidation effect of online supply chain platform which combined the Group's professional advantage in supply chain management, bargaining power with upstream suppliers and quality control, which will bring more value for the Shareholders.

The Directors (excluding the independent non-executive Directors, whose views will be given after considering the advice from the Independent Financial Adviser) are of the view that the terms of the 2024 Centralized Supply Chain Service Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps) are fair and reasonable, on normal commercial terms and will be conducted in the ordinary course of business of the Group and in the interests of the Company and its Shareholders as a whole.

# RENEWAL OF CONTINUING CONNECTED TRANSACTIONS SUBJECT TO THE REPORTING, ANNUAL REVIEW, ANNOUNCEMENT REQUIREMENTS BUT EXEMPT FROM THE INDEPENDENT SHAREHOLDERS' APPROVAL REQUIREMENT

## 2024 Master Dairy Products Purchase Agreement

### *Background*

Reference is made to the Prospectus and announcement of the Company dated 14 December 2021 in relation to, among others, the continuing connected transactions under the Master Dairy Products Purchase Agreement entered into between New Hope Service and New Hope Dairy, and the revised annual caps thereunder. As the Master Dairy Products Purchase Agreement will expire on 31 December 2023, and the Group is expected to carrying on the transactions contemplated thereunder upon its expiry, New Hope Service entered into the 2024 Master Dairy Products Purchase Agreement with New Hope Dairy on 15 December 2023.

### *Principal terms*

**Date:** 15 December 2023

**Parties:** New Hope Service

New Hope Dairy

**Term:** The term of the 2024 Master Dairy Products Purchase Agreement commences from 1 January 2024 to 31 December 2024 (both days inclusive).

**Subject matter:** New Hope Service Group has agreed to purchase from New Hope Dairy Group dairy products. New Hope Service Group will re-sell a substantial portion of such products to residents of properties it managed who place orders via the “Modern Leisure Lifestyle (漫生活)” mobile application or offline convenience stores under the management of New Hope Service Group and it also give away a small amount of such products to its employees as part of employee benefits.

**Pricing and other terms:** The purchase price to be charged by the New Hope Dairy Group shall be determined after arm's length negotiations with reference to the prevailing market price and the wholesale price it offered to Independent Third Parties.

Members of the New Hope Service Group shall enter into individual agreements with members of the New Hope Dairy Group for the transactions contemplated under the 2024 Master Dairy Products Purchase Agreement in accordance with the principal terms thereof.

***Historical amounts***

According to the Master Dairy Products Purchase Agreement, the maximum annual purchase price payable by the Group pursuant to the Master Dairy Products Purchase Agreement for each of the three years ending 31 December 2023 will not exceed RMB6 million, RMB16 million and RMB24 million, respectively.

For the two years ended 31 December 2022 and the ten months ended 31 October 2023, the procurement fees paid by the Group under the Master Dairy Products Purchase Agreement amounted to approximately RMB4.3 million, RMB8.6 million and RMB1.7 million, respectively.

***Annual cap and basis of determination***

It is proposed that the annual cap for the transactions contemplated under the 2024 Master Dairy Products Purchase Agreement for the year ending 31 December 2024 is expected not to exceed the following:

	<b>2024</b> <i>(RMB in millions)</i>
Annual cap	10

In arriving at the above annual cap, the Directors have considered (i) the historical transaction amounts under the Master Dairy Products Purchase Agreement; and (ii) the expected number of properties to be managed by the Group based on the total number of properties the Group managed as at 30 June 2023 being 205 and the estimation of the increasing demand of residents in the properties the Group managed for the “New Hope” customised dairy products for the year ending 31 December 2024.

The low utilization rate of the annual cap for the ten months ended 31 October 2023 was primarily due to that the New Hope Service Group has turned to Independent Third Party suppliers for the purchase of general dairy products but only purchased New Hope customised dairy products from New Hope Dairy Group during the ten months ended 31 October 2023.

## ***Reasons for and benefits of entering into the 2024 Master Dairy Products Purchase Agreement***

As the Group has been purchasing the dairy products from New Hope Dairy Group, it is in the interests of the Group in terms of cost, time and stability to purchase additional dairy products for its re-sell business instead of finding new supplier for additional needs. In order for the Group to continue its re-sale of dairy products via online mobile application or offline convenience stores under its management, New Hope Service has entered into the 2024 Master Dairy Products Purchase Agreement.

The Directors (including the independent non-executive Directors) are of the view that the terms of the 2024 Master Dairy Products Purchase Agreement and the transactions contemplated thereunder (including the proposed annual caps therefor) are fair and reasonable, on normal commercial terms and will be conducted in the ordinary course of business of the Group and in the interests of the Company and its Shareholders as a whole.

## **2024 Master Property Agency Services Agreement**

### ***Background***

Reference is made to the Prospectus in relation to, among others, the continuing connected transactions under the Master Property Agency Services Agreement entered into between New Hope Service and New Hope Wuxin, and the annual caps thereunder. As the Master Property Agency Services Agreement will expire on 31 December 2023, and the Group is expected to carrying on the transactions contemplated thereunder upon its expiry, New Hope Service entered into the 2024 Master Property Agency Services Agreement with New Hope Wuxin on 15 December 2023.

### ***Principal terms***

<b>Date:</b>	15 December 2023
<b>Parties:</b>	New Hope Service New Hope Wuxin
<b>Term:</b>	The term of the 2024 Master Property Agency Services Agreement commences from 1 January 2024 to 31 December 2026 (both days inclusive).
<b>Subject matter:</b>	The Group agreed to provide property agency services in respect of unsold commercial properties including car parking lots owned/developed by the New Hope Wuxin Group and its associates (the “ <b>Property Agency Services</b> ”).

**Pricing and other terms:**

The fees to be charged for the Property Agency Services will be determined after arm's length negotiations with reference to (i) the aggregate selling price or rental of the properties to be sold through the Property Agency Services; and (ii) commission rate which is comparable to the prevailing market rate paid by the New Hope Wuxin Group and its associates to other independent service providers for similar services.

Members of the New Hope Service Group shall enter into individual agreements with members of the New Hope Wuxin Group for the transactions contemplated under the 2024 Master Property Agency Services Agreement in accordance with the principal terms thereof.

***Historical amounts***

According to the Master Property Agency Services Agreement, the maximum amounts of service fee payable by the New Hope Wuxin Group and its associates in relation to the Property Agency Services for each of the three years ending 31 December 2023 will not exceed RMB11.2 million, RMB12.5 million and RMB14.9 million, respectively.

For the two years ended 31 December 2022 and the ten months ended 31 October 2023, the service fees paid by the New Hope Wuxin Group and its associates under the Master Property Agency Services Agreement amounted to approximately RMB11.1 million, RMB6.6 million and RMB6.8 million, respectively.

***Annual caps and basis of determination***

It is proposed that the annual caps for the transactions contemplated under the 2024 Master Property Agency Services Agreement for the three years ending 31 December 2026 are expected not to exceed the followings:

	<b>2024</b>	<b>2025</b>	<b>2026</b>
	<i>(RMB in millions)</i>		
Annual caps	20	22	24

In arriving at the above annual caps, the Directors have considered (i) the historical transaction amounts under the Master Property Agency Services Agreement; (ii) the estimated revenue to be recognized for the three years ending 31 December 2026 based on the existing signed contracts with the New Hope Wuxin Group and its associates; (iii) the estimated number of car parking lots to be sold or rent by the New Hope Wuxin Group and its associates where the Property Agency Services will be required for the three years ending 31 December 2026 based on its existing projects available for sale and rent, land bank and projects under development of the New Hope Wuxin Group and its associates



as at 30 September 2023 and the expected success rate of referral of the Group estimated based on the historical success rate; and (iv) the demand of the commercial properties in the next three years after taking into account the prospectus of China's real estate industry in the next three years.

### ***Reasons for and benefits of entering into the 2024 Master Property Agency Services Agreement***

The Group has been providing Property Agency Services to New Hope Wuxin Group before the Listing. Under the 2024 Master Property Agency Services Agreement, the Group has been able to secure initial service engagements for properties developed or owned by New Hope Wuxin Group and will increase the revenue of the Group.

The Directors (including the independent non-executive Directors) considers it beneficial to enter into the 2024 Master Property Agency Services Agreement, and that the entering of the 2024 Master Property Agency Services Agreement is in the Group's ordinary course of business, and the terms of the 2024 Master Property Agency Services Agreement and proposed annual caps respectively set out thereunder are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **2024 Master Purchase Agreement**

#### ***Background***

Reference is made to the Prospectus and announcement of the Company dated 14 December 2021 in relation to, among others, the continuing connected transactions under the Master Purchase Agreement entered into between New Hope Service and New Hope Holdings, and the revised annual caps thereunder. As the Master Purchase Agreement will expire on 31 December 2023, and the Group is expected to carrying on the transactions contemplated thereunder upon its expiry, New Hope Service entered into the 2024 Master Purchase Agreement with New Hope Holdings on 15 December 2023.

#### ***Principal terms***

<b>Date:</b>	15 December 2023
<b>Parties:</b>	New Hope Service New Hope Holdings
<b>Term:</b>	The term of the 2024 Master Purchase Agreement commences from 1 January 2024 to 31 December 2026 (both days inclusive).

**Subject matter:** The Group agreed to purchase from New Hope Holdings Group meat products and seasonings. The Group will re-sell a substantial portion of such products to residents of properties it managed who place orders via the “Modern Leisure Lifestyle (漫生活)” mobile application or offline convenience stores under its management. The Group also give away a small amount of such products to its employees as part of the Group’s employee benefits and certain amount of seasonings is used in the canteens under the Group’s management.

**Pricing and other terms:** The purchase fees to be charged by New Hope Holdings Group shall be determined after arm’s length negotiations with reference to the prevailing market price and the wholesale price it offered to Independent Third Parties.

Members of the New Hope Service Group shall enter into individual agreements with members of the New Hope Holdings Group for the transactions contemplated under the 2024 Master Purchase Agreement in accordance with the principal terms thereof.

### ***Historical amounts***

According to the Master Purchase Agreement, the maximum annual purchase fees payable by the Group pursuant to the Master Purchase Agreement for each of the three years ending 31 December 2023 will not exceed RMB3.0 million, RMB20 million and RMB26 million, respectively.

For the two years ended 31 December 2022 and the nine months ended 30 September 2023, the purchase fees paid by the Group under the Master Purchase Agreement amounted to approximately RMB1 million, RMB3.1 million and RMB1.8 million, respectively.

### ***Annual caps and basis of determination***

It is proposed that the annual caps for the transactions contemplated under the 2024 Master Purchase Agreement for the three years ending 31 December 2026 are expected not to exceed the followings:

	<b>2024</b>	<b>2025</b>	<b>2026</b>
	<i>(RMB in millions)</i>		
Annual caps	26	28.6	31.5

In arriving at the above annual caps, the Directors have considered (i) the historical transaction amounts under the Master Purchase Agreement; (ii) the expected number of properties to be managed by the Group based on the total number of properties the Group managed as at 30 June 2023 being 205 and its estimation of the increasing demand of residents in the properties the Group managed for the meat products and seasonings concerned; and (iii) the expected increase on demand of employees and customers of the Group for the processed food.

### ***Reasons for and benefits of entering into the 2024 Master Purchase Agreement***

As the Group has been purchasing the meat products and seasonings from New Hope Holdings Group, it is in the interests of the Group in terms of cost, time and stability to purchase additional meat products and seasoning for its re-sell business instead of finding new supplier for additional needs. In order for the Group to continue its re-sell of meat products and seasoning via online mobile application or offline convenience stores under its management, New Hope Service has entered into the 2024 Master Purchase Agreement.

The Directors (including the independent non-executive Directors) are of the view that the terms of the 2024 Master Purchase Agreement and the transactions contemplated thereunder (including the proposed annual caps therefor) are fair and reasonable, on normal commercial terms and will be conducted in the ordinary course of business of the Group and in the interests of the Company and its Shareholders as a whole.

### **PRICING POLICY FOR CONTINUING CONNECTED TRANSACTIONS**

As a general principle, the fees to be charged or paid by the Group under the respective agreement of the continuing connected transactions of the Group shall be determined on an arm's length basis in accordance with the prevailing market prices of similar services or products and on the following principles:

- (i) by reference to the prevailing market price of the same or substantially similar services or products taking into account of the price of the same or substantially similar services or products with comparable scope or quantities and quality offered by other suppliers/purchasers to the Group;
- (ii) if there are not sufficient comparable transactions in (i) above, on normal commercial terms comparable to those offered to/received from Independent Third Parties by New Hope Holdings Group, New Hope Wuxin Group and New Hope Dairy Group (where applicable) in respect of the same or substantially similar services or products with comparable quantities; and

- (iii) if both (i) and (ii) above are not applicable, by reference to the average price of similar services or products gathered through market research by the business department of the Group, such as obtaining quotations from the business partners of New Hope Holdings Group, New Hope Wuxin Group and New Hope Dairy Group (where applicable), the previous customers/suppliers and potential customers/suppliers based on the type and nature of the relevant services or products.

In order to ascertain the prevailing market price, the business department of the Group and its designated personnel will, on a quarterly basis, invite quotations from at least two Independent Third Parties for the provision of the same or similar services or products with comparable scope or quantities and quality under normal commercial terms in the ordinary course of business of such Independent Third Parties. The business department of the Group will then compare the market price with the fees under individual transactions pursuant to the CCT Agreements, and make evaluation and assessment to ensure that the price payable by or to be charged by New Hope Holdings Group, New Hope Wuxin Group and New Hope Dairy Group (where applicable) will be on normal commercial terms and on terms no less favourable than that available from Independent Third Parties.

#### **INTERNAL CONTROL POLICIES FOR CONTINUING CONNECTED TRANSACTIONS**

To enable the Group to review and assess whether the individual transactions will be conducted within the framework of the respective CCT Agreements and in accordance with the aforesaid pricing policy to ensure that the actual prices for the continuing connected transactions of the Group are on normal commercial terms and on terms no less favourable to the Group than those available from Independent Third Parties, the Group has adopted the following measures:

- (i) the general manager of the business department and finance department will closely monitor the transactions to ensure that the transaction amount does not exceed the annual caps of the respective CCT Agreements;
- (ii) the implementation of individual agreements (if required) shall be subject to the appropriate approval of the general manager of the business department, finance department, legal department and management of the Group to ensure that the agreements are in line with the pricing policy and principal terms of the CCT Agreements;
- (iii) in respect of the 2024 Centralized Supply Chain Service Framework Agreement, the price list for the products displayed on the website of the supply chain platform of the New Hope Service Group is reviewed regularly with reference to the prevailing market conditions, the size of orders and other technical conditions, and be approved by the general manager of the business department;

- (iv) the general manager of the business department of the Group will conduct regular reviews to keep abreast of the prevailing fee level in the market and the market conditions for the purpose of considering if the price charged for a specific transaction is fair and reasonable and is in accordance with the pricing policy;
- (v) the general manager of the financial department of the Group will regularly review the settlement of service fees/product fees to ensure that the settlement of the service fees/product fees are carried out in accordance with the respective CCT Agreements;
- (vi) the auditors of the Company shall conduct annual reviews on pricing and annual caps of such continuing connected transactions to ensure that the transactions amount is within the annual caps and that the transactions are conducted on the principal terms of the respective CCT Agreements; and
- (vii) the independent non-executive Directors of the Company would continue to review the management's quarterly review reports on the transactions contemplated under the respective CCT Agreements to ensure that such transactions are conducted on normal commercial terms and are in the ordinary and usual course of business of the Group, and the terms and conditions thereof are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

## **INFORMATION ON THE PARTIES**

### **The Group and New Hope Service**

The Group is a well-established comprehensive property management and lifestyle service operator in China, providing property management services, value-added services to non-property owners, commercial operational services and lifestyle services.

New Hope Service is a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company. As at the date of this announcement, New Hope Service is principally engaged in the provision of property management service, value-added services to non-property owners, commercial operational services and lifestyle services.

### **New Hope Wuxin**

New Hope Wuxin is a company established in the PRC with limited liability which is principally engaged in the property development. As at the date of this announcement, New Hope Wuxin is owned as to approximately 30.48% by Southern Hope Industrial Co., Ltd.\* (南方希望實業有限公司) (the “**Southern Hope**”), 29.52% by New Hope Group Co., Ltd.\* (新希望集團有限公司) (the “**New Hope Group**”), 20.45% by Ningbo Zhuosheng Investment Co., Ltd.\* (寧波卓晟投資有限公司) (the “**Ningbo Zhuosheng**”), 17.95% by New Hope Investment Group Co., Ltd.\* (新希望投資集團有限公司) (the

“**New Hope Investment**”), 1.07% by Ms. Liu and 0.53% by Chengdu Good Food Street Catering and Entertainment Co., Ltd.\* (成都好吃街餐飲娛樂有限公司) (the “**Good Food Street Catering**”).

Based on public information available, Southern Hope is owned as to 51% by New Hope Group and 49% by Ningbo Zhuosheng; New Hope Group is owned as to 75% by New Hope Holdings, 14.60% by Mr. Liu, 9.09% by Ms. Liu and 1.31% by Ms. Li Wei (李巍); Ningbo Zhuosheng is owned as to 72.66% by Tibet Tianyi Industrial Co., Ltd.\* (西藏添益實業有限公司) (the “**Tibet Tianyi**”) and 27.34% by Mr. Liu; Tibet Tianyi is wholly owned by Charis Investment Holdings Pte. Ltd., which is in turn owned as to 98% by Ms. Liu and 2% by Ms. Li Wei (李巍).

New Hope Investment is wholly owned by New Hope Holdings, which is in turn indirectly wholly owned by Mr. Liu.

Good Food Street Catering is owned as to 90% by Ms. Li Wei (李巍) and 10% by Ms. Liu.

### **New Hope Dairy**

New Hope Dairy is a joint stock company established in the PRC with limited liability on 5 July 2006 which is principally engaged in dairy products supplying, whose shares are listed on the Shenzhen Stock Exchange (stock code: 02946.SZ) and controlled by Ms. Liu.

### **New Hope Holdings**

New Hope Holdings is a company established in the PRC with limited liability on 17 December 2019 which is principally engaged in investment holding and other businesses and is indirectly wholly owned by Mr. Liu, one of the Company’s controlling shareholders.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, New Hope Holdings is indirectly wholly owned by Mr. Liu, one of the Company’s controlling shareholders. Hence, New Hope Holdings is an associate of Mr. Liu, and a connected person of the Company. New Hope Dairy is indirectly controlled by Ms. Liu, one of the Company’s controlling shareholders. Hence, New Hope Dairy is an associate of Ms. Liu, and a connected person of the Company. New Hope Wuxin is indirectly controlled by Mr. Liu. Thus, New Hope Wuxin is an associate of Mr. Liu and hence a connected person of the Company. Accordingly, the transactions contemplated under the CCT Agreements will constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.



As the highest applicable percentage ratio (excluding the profit ratio) as defined in Rule 14.07 of the Listing Rules for the annual caps contemplated under each of (i) the 2024 Master Commercial Operational and Related Services Agreement; (ii) the 2024 Master Property Management and Related Services Agreement; and (iii) the 2024 Centralized Supply Chain Service Framework Agreement exceed 5%, the continuing connected transactions contemplated thereunder are subject to the reporting, announcement, Independent Shareholders' approval and annual review requirements in accordance with Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (excluding the profit ratio) as defined in Rule 14.07 of the Listing Rules for the annual caps contemplated under each of (i) the 2024 Master Dairy Products Purchase Agreement; (ii) the 2024 Master Property Agency Services Agreement; and (iii) the 2024 Master Purchase Agreement exceed 0.1% but is less than 5%, the continuing connected transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements but exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

## **BOARD APPROVAL**

At the Board meeting held to approve the CCT Agreements, each of Mr. Jiang Mengjun, Ms. Wu Min, Mr. Liu Xu, Mr. Dong Li and Ms. Zhang Wei has voluntarily abstained from voting on the Board resolutions for approving the CCT Agreements due to their respective management positions held at the New Hope Wuxin Group and/or New Hope Holdings Group. Save as disclosed above, none of the Directors was required to abstain from voting on the relevant Board resolution.

## **EXTRAORDINARY GENERAL MEETING**

The 2024 Master Commercial Operational and Related Services Agreement, the 2024 Master Property Management and Related Services Agreement and the 2024 Centralized Supply Chain Service Framework Agreement and the transactions respectively contemplated thereunder are subject to the approval by the Independent Shareholders by way of ordinary resolution at the EGM.

The Company has established the Independent Board Committee comprising all three independent non-executive Directors to advise the Independent Shareholders as to whether the continuing connected transactions under the 2024 Master Commercial Operational and Related Services Agreement, the 2024 Master Property Management and Related Services Agreement and the 2024 Centralized Supply Chain Service Framework Agreement and the transactions respectively contemplated thereunder are fair and reasonable, on normal commercial terms, and are entered into in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote at the EGM, after taking into account the recommendations of the Independent Financial

Adviser. Messis Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to the foregoing matters.

A circular containing, among other things, (i) a letter from the Board containing details of the 2024 Master Commercial Operational and Related Services Agreement, the 2024 Master Property Management and Related Services Agreement and the 2024 Centralized Supply Chain Service Framework Agreement; (ii) recommendations of the Independent Board Committee to the Independent Shareholders; (iii) a letter from the Independent Financial Adviser containing its advice in connection with the aforesaid; and (iv) a notice of the EGM together with the proxy form will be despatched to the Shareholders on or before 15 January 2024 as additional time is required for the Company to finalise the information to be included in the circular.

## **DEFINITIONS**

In this announcement, the following expressions have the following meanings unless the context requires otherwise.

“2024 Centralized Supply Chain Service Framework Agreement”	the centralized supply chain service framework agreement dated 15 December 2023 entered into between New Hope Service and New Hope Holdings
“2024 Master Commercial Operational and Related Services Agreement”	the master commercial operational and related services agreement dated 15 December 2023 entered into between New Hope Service and New Hope Wuxin
“2024 Master Dairy Products Purchase Agreement”	the master dairy products purchase agreement dated 15 December 2023 entered into between New Hope Service and New Hope Dairy
“2024 Master Property Agency Services Agreement”	the master property agency services agreement dated 15 December 2023 entered into between New Hope Service and New Hope Wuxin
“2024 Master Property Management and Related Services Agreement”	the master property management and related services agreement dated 15 December 2023 entered into between New Hope Service and New Hope Holdings

“2024 Master Purchase Agreement”	the master purchase agreement dated 15 December 2023 entered into between New Hope Service and New Hope Holdings
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of the Directors
“CCT Agreements”	2024 Centralized Supply Chain Service Framework Agreement, 2024 Master Commercial Operational and Related Services Agreement, 2024 Master Dairy Products Purchase Agreement, 2024 Master Property Agency Services Agreement, 2024 Master Purchase Agreement and 2024 Master Property Management and Related Services Agreement
“Centralized Supply Chain Service Framework Agreement”	the centralized supply chain service framework agreement dated 24 May 2022 entered into between New Hope Service and New Hope Holdings
“Company”	New Hope Service Holdings Limited (新希望服務控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and approve the 2024 Master Commercial Operational and Related Services Agreement, 2024 Master Property Management and Related Services Agreement and 2024 Centralized Supply Chain Service Framework Agreement
“GFA”	gross floor area
“Group”	the Company and its subsidiaries

“Independent Board Committee”	an independent committee of the Board, comprising all independent non-executive Directors, established to advise the Independent Shareholders in respect of the continuing connected transactions under the 2024 Master Property Management and Related Services Agreement, the 2024 Master Commercial Operational and Related Services Agreement and the 2024 Centralized Supply Chain Service Framework Agreement
“Independent Financial Adviser” or “Messis Capital”	Messis Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser appointed by the Company for the purpose of advising the Independent Board Committee and the Independent Shareholders in respect of the continuing connected transactions under the 2024 Master Property Management and Related Services Agreement, the 2024 Master Commercial Operational and Related Services Agreement and the 2024 Centralized Supply Chain Service Framework Agreement
“Independent Shareholder”	Shareholders who do not have a material interest in the 2024 Master Property Management and Related Services Agreement, the 2024 Master Commercial Operational and Related Services Agreement and the 2024 Centralized Supply Chain Service Framework Agreement
“Independent Third Party(ies)”	any entity or person who is not a connected person of the Company
“Listing”	the listing of the Shares on the Stock Exchange
“Listing Date”	25 May 2021, being the date of Listing
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Master Commercial Operational and Related Services Agreement”	the master commercial operational and related services agreement dated 6 May 2021 entered into between New Hope Service and New Hope Wuxin
“Master Dairy Products Purchase Agreement”	the master dairy products purchase agreement dated 6 May 2021 entered into between New Hope Service and New Hope Dairy as supplemented and amended on 13 December 2021

“Master Property Agency Services Agreement”	the master property agency services agreement dated 6 May 2021 entered into between New Hope Service and New Hope Wuxin
“Master Property Management and Related Services Agreement”	the master property management and related services agreement dated 6 May 2021 entered into between New Hope Service and New Hope Holdings
“Master Purchase Agreement”	the master purchase agreement dated 6 May 2021 entered into between New Hope Service and New Hope Holdings as supplemented and amended on 13 December 2021
“Master Sales Agreement”	the master sales agreement dated 6 May 2021 entered into between New Hope Service and New Hope Holdings as supplemented and amended on 13 December 2021 and 18 November 2022 respectively
“Mr. Liu”	Mr. Liu Yonghao (劉永好), one of controlling shareholders of the Company
“Ms. Liu”	Ms. Liu Chang (劉暢), one of the controlling shareholders of the Company
“New Hope Dairy”	New Hope Dairy Co., Ltd.* (新希望乳業股份有限公司), a joint stock company established in the PRC with limited liability on 5 July 2006 whose shares are listed on the Shenzhen Stock Exchange (stock code: 02946.SZ) and controlled by Ms. Liu
“New Hope Dairy Group”	New Hope Dairy and its subsidiaries and/or associates
“New Hope Holdings”	New Hope Holdings Group Co., Ltd.* (新希望控股集團有限公司), formerly known as New Hope Holdings Co., Ltd.* (新希望控股有限公司)
“New Hope Holdings Group”	New Hope Holdings and its subsidiaries and/or associates
“New Hope Service”	New Hope Property Service Group Co., Ltd.* (新希望物業服務集團有限公司)
“New Hope Service Group”	New Hope Service and its subsidiaries

“New Hope Wuxin”	New Hope Wuxin Industrial Group Co., Ltd.* (新希望五新實業集團有限公司), formerly known as Sichuan New Hope Property Development Co., Ltd.* (四川新希望房地產開發有限公司), a company indirectly controlled by Mr. Liu
“New Hope Wuxin Group”	New Hope Wuxin and its subsidiaries
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Prospectus”	the prospectus of the Company dated 11 May 2021
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

\* For identification purpose only

By Order of the Board  
**New Hope Service Holdings Limited**  
**Jiang Mengjun**  
*Chairman of the Board*

Hong Kong, 15 December 2023

*As at the date of this announcement, the Board comprises Ms. Wu Min (Co-chairman of the Board) and Ms. Chen Jing as executive Directors, Mr. Jiang Mengjun (Chairman of the Board), Mr. Dong Li, Mr. Liu Xu and Ms. Zhang Wei as non-executive Directors and Mr. Cao Qilin, Mr. Kong Chi Mo and Mr. Li Zhengguo as independent non-executive Directors.*