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## **Fineland Living Services Group Limited**

### **方圓生活服務集團有限公司**

*(formerly known as Fineland Real Estate Services Group Limited 方圓房地產服務集團有限公司)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9978)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Fineland Living Services Group Limited (the “**Company**”) will be held at 3:00 p.m. on Thursday, 25 January 2024 at 11th Floor, No. 28 Tiyu East Road, Tianhe District, Guangzhou, the PRC for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions. Words and expressions that are not expressly defined in this notice of EGM shall bear the same meaning as those defined in the circular of the Company dated 22 December 2023.

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the Settlement Agreement I (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification), pursuant to which, Fineland Living Services has conditionally agreed to set-off the 1<sup>st</sup> Batch Outstanding Receivables of approximately RMB13.1 million owed to it and its subsidiaries by subsidiaries of Vendor A, by way of accepting the transfer of the 1<sup>st</sup> Batch Properties from the Vendor A Subsidiaries to the Relevant Purchaser(s), and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the 1<sup>st</sup> Batch Property Sale Agreement(s) in its standard form to be entered/entered into between Vendor A Subsidiaries and the Relevant Purchaser(s) (a copy of which is tabled at the meeting and marked “B” and signed by the chairman of the meeting for the purpose of identification), are hereby approved, confirmed and ratified; and
- (c) any one of the Directors be and is hereby authorised to take such actions and execute such documents, instruments and agreements for and on behalf of the Company as he or she may consider appropriate and expedient to carry out or give effect to or otherwise in connection with or in relation to the Settlement Transactions I and the transactions contemplated thereunder.”

2. **“THAT:**

- (a) the Settlement Agreement II (a copy of which is tabled at the meeting and marked “C” and signed by the chairman of the meeting for the purpose of identification), pursuant to which, Fineland Living Services has conditionally agreed to set-off the 2<sup>nd</sup> Batch Outstanding Receivables of approximately RMB2.7 million owed to it and its subsidiaries by a subsidiary of Vendor A and Vendor B, by way of accepting the transfer of the 2<sup>nd</sup> Batch Properties from Vendor B to the Relevant Purchaser(s), and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the 2<sup>nd</sup> Property Sale Agreement in its standard form entered into between Vendor B and the Relevant Purchaser(s) (a copy of which is tabled at the meeting and marked “D” and signed by the chairman of the meeting for the purpose of identification), is hereby approved, confirmed and ratified; and
- (c) any one of the Directors be and is hereby authorised to take such actions and execute such documents, instruments and agreements for and on behalf of the Company as he or she may consider appropriate and expedient to carry out or give effect to or otherwise in connection with or in relation to the Settlement Transactions II and the transactions contemplated thereunder.”

Yours faithfully,

By order of the Board

**Fineland Living Services Group Limited**

**HAN Shuguang**

*Chairman*

Hong Kong, 22 December 2023

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM shall be entitled to appoint one or if he is a holder of two or more shares of the Company, more than one proxies to attend and vote in his stead. A proxy needs not be a member of the Company but must be present in person at the EGM to represent the member. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. A form of proxy for the EGM is enclosed. 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 notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 48 hours before the time for holding the EGM (i.e. not later than 3:00 p.m. on Tuesday, 23 January 2024) or any adjournment thereof.
4. To ascertain the members' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 22 January 2024 to Thursday, 25 January 2024 (both days inclusive), during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 19 January 2024. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Wednesday, 24 January 2024.
5. Members of the Company or their proxies shall produce documents of their proof of identity when attending the EGM.
6. If typhoon signal No. 8 or above, "extreme conditions caused by super typhoons" or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at [www.finelandassets.com](http://www.finelandassets.com) and on the HKEXnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the executive Directors are Mr. HAN Shuguang and Ms. TSE Lai Wa; the non-executive Director is Mr. FONG Ming; and the independent non-executive Directors are Mr. LEUNG Wai Hung, Mr. TIAN Qiusheng and Mr. DU Chenhua.*