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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)

**POLL RESULTS OF
THE EXTRAORDINARY GENERAL MEETING
HELD ON 25 JANUARY 2024**

The Board is pleased to announce that the proposed ordinary resolutions as set out in the EGM Notice was duly passed by the shareholders of the Company at the EGM held on 25 January 2024 by way of poll.

Reference is made to the circular (the “**Circular**”) of Fineland Living Services Group Limited (the “**Company**”) in respect of the major and connected transaction and the notice of the extraordinary general meeting (the “**EGM**”) of the Company (the “**EGM Notice**”) both dated 22 December 2023. Terms used in this announcement shall have the same meanings as those defined in the Circular and the EGM Notice unless the context requires otherwise.

POLL RESULTS OF THE EGM

The board of directors of the Company (the “**Board**”) is pleased to announce that the proposed ordinary resolutions (the “**Ordinary Resolutions**”) as set out in the EGM Notice was duly passed by the shareholders of the Company (“**Shareholders**”) by way of poll at the EGM. The poll results of all the Ordinary Resolutions proposed at the EGM are as follows:

Ordinary Resolutions		Number of valid votes (approximate percentage of total number of votes)	
		For	Against
1.	<p>(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, Finland Living Services has conditionally agreed to set-off the 1st 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 1st 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;</p> <p>(b) the 1st 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</p> <p>(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.</p>	13,620,000 (100%)	0 (0%)

Ordinary Resolutions		Number of valid votes (approximate percentage of total number of votes)	
		For	Against
2.	<p>(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 2nd 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 2nd Batch Properties from Vendor B to the Relevant Purchaser(s), and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the 2nd 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</p> <p>(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.</p>	13,620,000 (100%)	0 (0%)

As at the date of the EGM, the total number of shares of the Company (the “Shares”) in issue was 400,000,000 Shares.

Shareholders with material interests as at the Latest Practicable Date, namely (i) Mr. Fong, through Mansion Green (due to his shareholding interests and directorship in Vendor A); (ii) Ms. Tse, through Mansion Green (due to the acting-in-concert arrangement with Mr. Fong); (iii) Mr. Han and Mr. Xu (due to their respective directorships in Vendor A and its subsidiaries); (iv) Mr. Chen (due to his directorship in a subsidiary of Vendor A); and (v) each of their respective associates, who in aggregate hold 235,500,000 Shares, representing approximately 58.875% of the issued share capital of the Company, were required to abstain from voting on the relevant resolutions to be proposed at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Ordinary Resolutions was 164,500,000 Shares, representing approximately 41.125% of the total issued share capital of the Company as at the date of the EGM.

Save as disclosed above, (i) there were no Shares entitling the holder to attend and abstain from voting in favour pursuant at the EGM as set out in Rule 13.40 of the Listing Rules; (ii) no Shareholders had stated their intention in the Circular to vote against or abstain from voting on the Ordinary Resolutions at the EGM; and (iii) no Shareholders were required to abstain from voting at the EGM.

Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar, acted as the scrutineer at the EGM for the purpose of vote-taking. As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution of the Company.

All Directors attended the EGM, namely Mr. HAN Shuguang, Ms. TSE Lai Wa, Mr. FONG Ming, Mr. LEUNG Wai Hung, Mr. DU Chenhua and Mr. TIAN Qiusheng.

By Order of the Board
Fineland Living Services Group Limited
HAN Shuguang
Chairman

Hong Kong, 25 January 2024

As at the date of this announcement, 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. DU Chenhua and Mr. TIAN Qiusheng.