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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Greentown Service Group Co. Ltd., you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**Greentown Service Group Co. Ltd.**

**綠城服務集團有限公司**

*(A company incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 2869)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
DECLARATION OF A FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Greentown Service Group Co. Ltd. to be held at 7F, Block B, Xixi International Center, No. 767 West Wenyi Road, Hangzhou, Zhejiang Province, the PRC on 21 June 2024 at 2:00 p.m. is set out on pages 19 to 24 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.lvchengfuwu.com](http://www.lvchengfuwu.com)). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, 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 before the time appointed for the holding of the Annual General Meeting (i.e. before 2:00 p.m. on 19 June 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.

25 April 2024

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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 7F, Block B, Xixi International Center, No. 767 West Wenyi Road, Hangzhou, Zhejiang Province, the PRC on 21 June 2024 at 2:00 p.m., or any adjournment thereof, notice of which is set out on pages 19 to 24 of this circular
“Articles of Association”	the articles of association of the Company adopted on 17 June 2022 as amended from time to time
“Board”	the board of Directors
“Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Greentown Service Group Co. Ltd., an exempted company incorporated on 24 November 2014 in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares (and to sell or transfer treasury Shares on or after the Listing Rules Amendments Effective Date) not exceeding 20% of the aggregate number of Shares in issue (excluding treasury Shares) as at the date of passing of the relevant resolution granting the General Mandate
“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
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

## DEFINITIONS

“Lily International Investment”	Lily International Investment Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, being a Controlling Shareholder and is directly owned as to 100% by Mr. Shou Bainian, a non-executive Director
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Listing Rules Amendments Effective Date”	11 June 2024, being the date on which the proposed amendments to the Listing Rules relating to treasury Shares will come into effect
“Orchid Garden Investment”	Orchid Garden Investment Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, being a Controlling Shareholder and is indirectly owned as to 40%, 39% and 21% by Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, respectively
“Osmanthus Garden Investment”	Osmanthus Garden Investment Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, being a Controlling Shareholder and is directly owned as to 100% by Mr. Song Weiping
“PRC”	the People’s Republic of China, which for the purpose of this circular and for geographic reference only, excludes Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate number of the Shares in issue (excluding treasury Shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate (and the Company may hold the Shares so repurchased in treasury on or after the Listing Rules Amendments Effective Date)
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.00001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

## DEFINITIONS

“ShenaLan International Investment”	ShenaLan International Investment Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, being a Controlling Shareholder and is directly owned as to 100% by Ms. Xia Yibo, a non-executive Director
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on the Listing Rules Amendments Effective Date and as amended from time to time
“%”	percent

LETTER FROM THE BOARD



**Greentown Service Group Co. Ltd.**

**綠城服務集團有限公司**

*(A company incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 2869)**

*Executive Directors:*

Mr. Yang Zhangfa  
Ms. Jin Keli  
Mr. Chen Hao

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Non-executive Directors:*

Mr. Shou Bainian  
Ms. Xia Yibo  
Ms. Li Hairong  
Mr. Liu Xingwei

*Principal place of*

*business in Hong Kong:*  
Rooms 1607-08, 16th Floor  
Kai Tak Commercial Building  
Nos. 317 & 319 Des Voeux Road Central  
Sheung Wan, Hong Kong

*Independent Non-executive Directors:*

Mr. Poon Chiu Kwok  
Mr. Wong Ka Yi  
Mr. Li Feng  
Mr. Jia Shenghua

25 April 2024

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
DECLARATION OF A FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of the retiring Directors; and (c) the declaration of a final dividend.

## **LETTER FROM THE BOARD**

### **GENERAL MANDATE TO ISSUE SHARES**

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 6(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and/or deal with the additional Shares (and to sell or transfer treasury Shares on or after the Listing Rules Amendments Effective Date) not exceeding 20% of the aggregate number of Shares in issue (excluding treasury Shares) as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 3,194,113,627 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 6(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue (or sell or transfer (for the case of treasury Shares)) a maximum of 638,822,725 Shares under the General Mandate.

In addition, subject to a separate approval of the ordinary resolution numbered 6(C), the number of Shares purchased by the Company under ordinary resolution numbered 6(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 6(A) provided that such additional value shall represent up to 10% of the aggregate number of Shares in issue (excluding treasury Shares) as at the date of passing the resolutions in relation to the General Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

### **REPURCHASE MANDATE TO REPURCHASE SHARES**

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the aggregate number of Shares in issue (excluding treasury Shares) as at the date of passing of the resolution in relation to the Repurchase Mandate and the Company may hold the Shares so repurchased in treasury on or after the Listing Rules Amendments Effective Date.

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,194,113,627 Shares. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate on the date of passing the resolution will be 319,411,362 Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

## **LETTER FROM THE BOARD**

### **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with article 84 of the Articles of Association, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) will retire from office by rotation and will be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. Jin Keli, Mr. Shou Bainian, Ms. Li Hairong and Mr. Poon Chiu Kwok will retire and, being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

### **DECLARATION OF A FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

The Board has recommended the payment of a final dividend of HK\$0.15 per Share in respect of the year ended 31 December 2023. Conditional upon the passing of ordinary resolution numbered 2 by the Shareholders at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 27 June 2024 to Friday, 28 June 2024 (both dates inclusive), during which period no transfer of Shares will be registered and the final dividend is expected to be paid on or before Thursday, 11 July 2024. Shareholders whose names appear on the register of members of the Company on Friday, 28 June 2024 will be entitled to the final dividend. The final dividend will be paid in Hong Kong dollars. In order to determine the identity of the Shareholders who are entitled to the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 26 June 2024.

### **NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 19 to 24 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and the declaration of a final dividend.



## **LETTER FROM THE BOARD**

### **FORM OF PROXY**

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.lvchengfuwu.com](http://www.lvchengfuwu.com)). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 2:00 p.m. on 19 June 2024) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

### **VOTING BY POLL**

There is no Shareholder who has any material interest in the above proposed resolutions, therefore none of the Shareholders is required to abstain from voting on such resolutions. Separately, holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of the Annual General Meeting as set out on pages 19 to 24 of this circular will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not to use all his/her/its votes or cast all the votes he/she/it uses in the same way.

### **RECOMMENDATION**

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and the declaration of the final dividend are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully  
By Order of the Board  
**Greentown Service Group Co. Ltd.**  
**Yang Zhangfa**  
*Chairman*

*The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointments and professional qualifications. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or Controlling Shareholders (as defined in the Listing Rules).

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

#### **EXECUTIVE DIRECTOR**

**Ms. Jin Keli (金科麗)**, aged 41, served as the chief executive officer of the Company since 21 June 2021, and has been appointed as an executive Director since 1 February 2022. She joined the Group in May 2006, and held various positions in the Group, including the secretary to chairman and director of the general manager's office of Greentown Property Management Service Group Co., Ltd\* (綠城物業服務集團有限公司) (“**Greentown Property Management**”) from May 2007 to January 2012, an administrative director of the Administrative Management Center of Greentown Property Management from January 2012 to January 2014, and the executive general manager of Zhejiang Xihu Lvcheng Property Service Co. Ltd.\* (浙江新湖綠城物業服務有限公司) from January 2014 to July 2017. She also worked as the assistant president, vice president and president of Greentown Property Management from February 2015 to July 2017, August 2017 to March 2018, and since March 2018 respectively. Ms. Jin served as the chief operating officer of the Company and the chief financial officer of the Company from 23 March 2018 to 1 February 2022 and 21 June 2021 to 1 February 2022, respectively. She has also served as a non-executive director of Zhong Ao Home Group Co. Ltd. (a company listed on the Main Board of the Stock Exchange, stock code: 1538) since 17 July 2020.

In addition, Ms. Jin currently holds certain positions in various subsidiaries of the Company.

Ms. Jin is the first deputy chief member of the Community Life Committee of China Property Management Association\* (中國物業管理協會), the vice president of Zhejiang Property Management Association\* (“浙江省物業管理協會”), a member of the Hangzhou Property Industry Association Committee of the Communist Party of China\* (中共杭州市物業行業協會委員會), a publicity member of Hangzhou Xihu District Property Management Association Committee of the Communist Party of China\* (中共杭州市西湖區物業管理協會委員會) and the president of Hangzhou Xihu District Property Management Association\* (杭州市西湖區物業管理協會).

Ms. Jin was awarded as the “2023 Annual CEO of Top 10 China Property Management”, the “Model Woman of Hangzhou in 2020” and the “Excellent Alumni of China University of Political Science and Law\* (中國政法大學) in 2019” respectively. She was qualified as the “National Property Management Enterprise Manager” by the Department of Housing and Real Estate of the Ministry of Construction\* (建設部住宅和房地產業司) and “Property Manager” by Zhejiang Provincial Human Resources and Social Security Bureau\* (浙江省人力和資源社會保障局).

Ms. Jin graduated from China University of Political Science and Law in July 2006 with a bachelor’s degree majoring in philosophy, and obtained her MBA degree from China Europe International Business School\* (中歐國際工商學院) in November 2018.

Ms. Jin has entered into a service contract with the Company as an executive Director for a term of three years from 1 February 2022, which is renewable automatically subject to termination as provided in the service contract. Ms. Jin is subject to retirement by rotation and re-election at least once every three years at an annual general meeting of the Company in accordance with the Articles of Association. Ms. Jin is entitled to receive Director’s fee, a discretionary management bonus which was determined by the Board with reference to the Company’s performance, the prevailing market conditions and her overall performance after the completion of each service year. Ms. Jin received Directors’ emoluments (including bonuses, salaries, pension plans, discretionary bonuses, housing and other allowances, and other in-kind benefits) in the total sum of RMB2,753,000 for the year ended 31 December 2023.

As at the Latest Practicable Date, Ms. Jin had interests in 4,240,000 Shares and 4,060,000 underlying Shares under the share options within the meaning of Part XV of the Securities and Futures Ordinance, representing approximately 0.13% and 0.13%, respectively, of the total number of Shares in issue.

**NON-EXECUTIVE DIRECTORS**

**Mr. Shou Bainian (壽柏年)**, aged 70, has been our non-executive Director since 27 November 2015, and is responsible for providing guidance and supervision regarding the business and operation of our Group. Mr. Shou became an indirect holder of equity interests in Greentown Property Management in September 2000. He worked as the vice executive chairman and the general manager of Greentown Property Group Co., Ltd.\* (綠城房地產集團有限公司) (being the wholly-owned subsidiary of Greentown China Holdings Limited (a company listed on the Stock Exchange, stock code: 3900)) from April 1998 to March 2015 and was primarily responsible for its overall business operation and financial management. He is the director of Greentown Holdings Group Co., Ltd.\* (綠城控股集團有限公司) (“**Greentown Holdings**”) since January 2002 and is primarily responsible for its overall business operation and financial management. He also served as the executive director of Greentown China Holdings Limited from July 2006 to April 2018.

Mr. Shou is qualified as a senior economist (高級經濟師) in enterprise operation and management by Zhejiang Province Human Resources and Social Security Department\* (浙江省人力資源和社會保障廳). Mr. Shou graduated from Hangzhou University\* (杭州大學) in Zhejiang Province, the PRC with a bachelor’s degree majoring in history.

Mr. Shou has entered into an appointment letter with the Company as a non-executive Director for a term of three years commencing from 27 November 2015, which may be renewable subject to both parties’ agreement. Mr. Shou is subject to retirement by rotation and re-election at least once every three years at an annual general meeting of Company in accordance with the Articles of Association. Mr. Shou received Directors’ emoluments in the total sum of RMB300,000 for the year ended 31 December 2023, which was determined by the Board with reference to the Company’s performance, the prevailing market conditions and his overall performance after the completion of each service year.

As at the Latest Practicable Date, Mr. Shou had an interest in 1,020,000,000 Shares (interest of controlled corporation) within the meaning of Part XV of the Securities and Futures Ordinance, representing approximately 31.93% of the total number of Shares in issue.

**Ms. Li Hairong (李海榮)**, aged 66, was our sole Director from the date of the incorporation of our Company until 26 November 2015 and was re-designated as our chairman and executive Director on 27 November 2015. Ms. Li resigned as the Chairman and was re-designated as a non-executive Director on 30 December 2021. From June 1997 to September 1998, Ms. Li held various positions in Greentown Property Group Co., Ltd.\* (綠城房地產集團有限公司), including being its vice general manager, executive vice general manager and executive general manager. She joined our Group in October 1998 and has been responsible for the development strategy and strategic planning of our Group as well as on making decisions for material operational matters. Ms. Li was the chairman of Greentown Property Management from October 1998 to March 2018, and was also its general manager from October 1998 to February 2011, where she was primarily responsible for its overall management and daily operation. She also served as the executive general manager of Greentown Holdings from January 2006 to October 2015.

Ms. Li graduated from the Department of Basic Specialized Training for Party and Government Officials\* (黨政管理幹部基礎專修科) of Zhejiang Radio and Television University\* (浙江廣播電視大學) in Zhejiang Province, the PRC.

Ms. Li has entered into an appointment letter with the Company in relation to her appointment as a non-executive Director for a term of three years since 30 December 2021 and may be renewable subject to both parties' agreement. Ms. Li will be subject to retirement by rotation and re-election at least once every three years at an annual general meeting of the Company in accordance with the Articles of Association. Ms. Li received Directors' emoluments in the total sum of RMB300,000 for the year ended 31 December 2023, which was determined by the Board with reference to the Company's performance, the prevailing market conditions and her overall performance after the completion of each service year.

As at the Latest Practicable Date, Ms. Li had interests in 423,868,339 Shares (interest of controlled corporation), 28,000,000 Shares (interest of spouse) and 800,000 underlying Shares under the share options within the meaning of Part XV of the Securities and Futures Ordinance, representing approximately 13.27%, 0.88% and 0.03%, respectively, of the total number of Shares in issue.

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. Poon Chiu Kwok (潘昭國)**, aged 62, has been our independent non-executive Director since 12 July 2016. He is responsible for supervising and providing independent opinions to the Board. He has over 30 years of experience in regulatory affairs, listed company corporate finance and governance. He is an executive director, vice president and company secretary of Huabao International Holdings Limited (stock code: 336), which is listed on the Stock Exchange. He currently serves as an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange: Sany Heavy Equipment International Holdings Company Limited (stock code: 631), AUX International Holdings Limited (stock code: 2080), Sunac China Holdings Limited (stock code: 1918), Jinchuan Group International Resources Co. Ltd. (stock code: 2362) and China Isotope & Radiation Corporation (stock code: 1763).

Mr. Poon was appointed as an independent non-executive director of Changan Minsheng APLL Logistics Co., Ltd. (stock code: 1292), Yuanda China Holdings Limited (stock code: 2789), Honghua Group Limited (stock code: 196) and Yankuang Energy Group Company Limited (stock code: 1171), all listed on the Stock Exchange, from September 2011 to June 2023, April 2011 to September 2023, June 2017 to December 2021 and June 2017 to June 2023, respectively.

Mr. Poon graduated from City University of Hong Kong with his bachelor's degree of arts majoring in business studies in December 1994 and from the same university with his master's degree of Arts in International Accounting in November 1997. He also obtained his bachelor's degree majoring in laws from University of Wolverhampton in the United Kingdom in October 2004 and a postgraduate diploma in laws from University of London in December 2010, respectively. He is a fellow of CPA Australia, the Hong Kong Securities and Investment Institute, The Chartered Governance Institute, and The Hong Kong Chartered Governance Institute, and a member of the Canadian Institute of Mining, Metallurgy and Petroleum.

Mr. Poon has entered into an appointment letter with the Company in relation to his appointment as an independent non-executive Director for a term of three years since 12 June 2016, which is renewable subject to both parties' agreement. Mr. Poon will be subject to retirement by rotation and re-election at least once every three years at an annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the appointment letter, Mr. Poon is entitled to a Director's fee, which was determined by the Board with reference to the Company's performance, prevailing market conditions and his overall performance after the completion of each service year. Mr. Poon received Directors' emoluments in the total sum of RMB300,000 for the year ended 31 December 2023.

The Board has noted that Mr. Poon is a director of seven listed companies. However, the Company considers that Mr. Poon has been and will continue to fulfill his roles and obligations diligently as an independent non-executive Director ("INED"). INED is not required to take executive role in the management and operations of our Group, but is required to supervise the management of our Group and has a duty to attend Board meetings and special committee meetings (either physically or by other means of communications) as and when required. Mr. Poon's strong proven record of attendance and participation in the Board meetings since his joining of our Company fully demonstrates his proactive commitment to the Company.

According to the amended principles on nomination, selection and recommendation of Directors, the Company confirmed Mr. Poon as candidate of INED. The nomination committee of the Company made a comprehensive assessment of the candidate experience, skills, time and effort in performing his duties, assessed the independence of the candidate of INED pursuant to Rule 3.13 of the Listing Rules, and then submit to the Board for appointment.

The Company considers that Mr. Poon possesses good academic and professional qualifications, diverse experiences and knowledge across a wide range of industries together with a broad understanding of the culture of the PRC. Since his appointment, he has been able to bring about strategic business, corporate governance and capital market insights to the Board, thereby facilitating the implementation the diversity policy of the Board to make decisions more efficiently. The Company and the Directors are of the view, and as confirmed by Mr. Poon, that Mr. Poon will be able to continue to devote sufficient time to discharge his duties as an INED. Mr. Poon has also demonstrated that he understands his duties and obligations as required by the relevant laws and regulations, including the Listing Rules. While in the course of discharging his duties and obligation, Mr. Poon, same as other Directors, is fully supported by our company secretary and the legal team.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued Shares was 3,194,113,627 Shares of nominal value of HK\$0.00001 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 319,411,362 Shares which represent 10% of the aggregate number of issued Shares (excluding treasury Shares) as at the date of passing the resolution in relation to the Repurchase Mandate, during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

## **REASONS FOR AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders for the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Act, out of capital.



The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

### **STATUS OF REPURCHASED SHARES**

The Company may cancel any repurchased Shares and/or hold them as treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

### **GENERAL**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

For any treasury Shares deposited with the Central Clearing and Settlement System (“CCASS”) pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

**TAKEOVERS CODE**

If, as a result of a repurchase of Shares pursuant to the Repurchase 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 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. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, Orchid Garden Investment is owned as to 40%, 39% and 21% by Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment, respectively. Given Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are indirectly interested in the Shares through Orchid Garden Investment, Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are deemed to be parties acting in concert. As such, Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, together with their respective holding companies (being Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment), are all deemed to be interested in the total Shares directly held by Orchid Garden Investment. Therefore, to the best knowledge of the Company, as at the Latest Practicable Date, Mr. Song Weiping, Mr. Shou Bainian, Ms. Xia Yibo, Osmanthus Garden Investment, Lily International Investment, ShenaLan International Investment and Orchid Garden Investment will be together entitled to directly and indirectly exercise or control the exercise of the voting power attached to 1,020,000,000 Shares, representing approximately 31.93% of the issued share capital of the Company.

In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Orchid Garden Investment in the Company will be increased to approximately 35.48% of the issued Shares. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for Orchid Garden Investment to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from repurchasing its Shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

## SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company repurchased its own Shares as follows:

Date of Repurchase	No. of Shares repurchased by the Company	Price per Share		Aggregate consideration paid HK\$
		Highest HK\$	Lowest HK\$	
20 November 2023	312,000	3.19	3.11	984,734.4
21 November 2023	156,000	3.20	3.20	499,200.0
22 November 2023	312,000	3.20	3.17	994,156.8
23 November 2023	30,000	3.20	3.15	95,280.0
27 November 2023	70,000	3.20	3.20	224,000.0
28 November 2023	300,000	3.20	3.14	955,470.0
29 November 2023	300,000	3.19	3.08	937,890.0
30 November 2023	18,000	3.20	3.18	57,420.0
1 December 2023	300,000	3.20	3.00	918,360.0
4 December 2023	300,000	3.02	2.90	886,290.0
5 December 2023	300,000	2.93	2.79	852,030.0
6 December 2023	310,000	2.84	2.78	868,868.0
7 December 2023	320,000	2.81	2.71	887,456.0
8 December 2023	330,000	2.83	2.71	903,639.0
11 December 2023	350,000	2.75	2.62	948,465.0
12 December 2023	350,000	2.78	2.68	955,710.0
13 December 2023	370,000	2.67	2.60	974,173.0
14 December 2023	370,000	2.69	2.62	980,167.0
15 December 2023	350,000	2.80	2.71	972,020.0
18 December 2023	350,000	2.80	2.73	966,525.0
19 December 2023	370,000	2.72	2.66	997,742.0
20 December 2023	360,000	2.76	2.71	981,432.0
21 December 2023	360,000	2.75	2.70	981,000.0
22 December 2023	1,050,000	2.79	2.73	2,895,375.0
27 December 2023	1,780,000	2.80	2.71	4,939,500.0
28 December 2023	326,000	2.84	2.80	925,514.0
29 December 2023	1,832,000	2.90	2.84	5,271,213.6
2 January 2024	1,726,000	2.91	2.82	4,939,639.4
3 January 2024	1,696,000	2.91	2.82	4,883,801.6
4 January 2024	1,700,000	2.87	2.82	4,839,560.0
5 January 2024	1,700,000	2.91	2.85	4,922,520.0
8 January 2024	1,254,000	2.94	2.77	3,524,492.4
9 January 2024	1,624,000	2.82	2.75	4,534,532.8

Date of Repurchase	No. of Shares repurchased by the Company	Price per Share		Aggregate consideration paid HK\$
		Highest HK\$	Lowest HK\$	
10 January 2024	850,000	2.82	2.76	2,371,755.0
11 January 2024	2,280,000	2.87	2.79	6,476,340.0
12 January 2024	2,270,000	2.89	2.83	6,481,531.0
15 January 2024	2,300,000	2.86	2.77	6,446,210.0
16 January 2024	2,350,000	2.83	2.74	6,496,105.0
17 January 2024	2,800,000	2.73	2.62	7,458,640.0
18 January 2024	1,840,000	2.73	2.62	4,971,128.0

### SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

Month	Highest prices	Lowest prices
	HK\$	HK\$
<b>2023</b>		
April	5.44	4.67
May	4.85	4.01
June	4.47	3.55
July	4.25	3.61
August	4.17	3.48
September	4.08	3.37
October	3.60	2.99
November	3.38	3.03
December	3.20	2.56
<b>2024</b>		
January	2.94	2.38
February	3.04	2.34
March	3.00	2.56
April (up to and including the Latest Practicable Date)	3.22	2.73

## NOTICE OF ANNUAL GENERAL MEETING



### Greentown Service Group Co. Ltd.

### 綠城服務集團有限公司

*(A company incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 2869)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Greentown Service Group Co. Ltd. (the “**Company**”) will be held at 7F, Block B, Xixi International Center, No. 767 West Wenyi Road, Hangzhou, Zhejiang Province, the PRC on 21 June 2024 at 2:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2023 and the reports of the board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) and auditor of the Company thereon.
2. To declare a final dividend for the year ended 31 December 2023.
3. To re-elect the following retiring Directors:
  - (i) To re-elect Ms. Jin Keli as an executive Director.
  - (ii) To re-elect Mr. Shou Bainian as a non-executive Director.
  - (iii) To re-elect Ms. Li Hairong as a non-executive Director.
  - (iv) To re-elect Mr. Poon Chiu Kwok as an independent non-executive Director.
4. To authorise the Board to fix the remuneration of all the Directors.
5. To re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the year ending 31 December 2024.

## NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (the **“Shares”**) (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Listing Rules (as defined hereinafter) on or after 11 June 2024 (the **“Listing Rules Amendments Effective Date”**) out of treasury) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted (together with the treasury Shares to be sold or transferred on or after the Listing Rules Amendments Effective Date) (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:
  - (1) any Rights Issue (as defined hereinafter);
  - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
  - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company;  
or

## NOTICE OF ANNUAL GENERAL MEETING

- (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed the aggregate of:

- (a) 20% of the aggregate number of Shares (excluding treasury Shares) as at the date of passing this resolution; or
- (b) (the Board is so authorised by resolution numbered 6(C)) the aggregate nominal value of Shares repurchased by the Company subsequent to the passing of resolution numbered 6(B) (up to a maximum equivalent to 10% of the aggregate number of Shares (excluding treasury Shares) as at the date of passing resolution numbered 6(B)),

and the approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:

- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (3) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”, each a “**Shareholder**”) in a general meeting revoking or varying the authority given to the Directors by this resolution; and
- (b) “**Rights Issue**” means an offer of Shares or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the

## NOTICE OF ANNUAL GENERAL MEETING

requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (and the Company may hold the Shares so repurchased in treasury on or after the Listing Rules Amendments Effective Date) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate value of the Shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate number of Shares (excluding treasury Shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of his resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”



## NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon the resolutions numbered 6(A) and 6(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new Shares (including any sale or transfer of treasury Shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 6(A) set out in this notice be and is hereby extended by the addition to the aggregate nominal value of the issued Shares which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6(B) set out in this notice, provided that such extended amount shall represent up to 10% of the aggregate number of the issued Shares (excluding treasury Shares) as at the date of passing of the said resolutions.”

By Order of the Board  
**Greentown Service Group Co. Ltd.**  
**Yang Zhangfa**  
*Chairman*

Hangzhou, the PRC  
25 April 2024

*Notes:*

- (i) Resolution numbered 6(C) will be proposed to the Shareholders for approval provided that resolutions numbered 6(A) and 6(B) are passed by the Shareholders.
- (ii) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a Shareholder.
- (iii) Where there are joint registered holders of any Shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iv) In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong 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 (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. before 2:00 p.m. on 19 June 2024) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

## NOTICE OF ANNUAL GENERAL MEETING

- (v) The register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive, in order to determine the eligibility of Shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 17 June 2024.
- (vi) The register of members of the Company will be closed from Thursday, 27 June 2024 to Friday, 28 June 2024, both days inclusive, in order to determine the entitlement of Shareholders to receive the final dividend, during which period no share transfers will be registered. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 26 June 2024.
- (vii) In respect of resolution numbered 3 above, Ms. Jin Keli, Mr. Shou Bainian, Ms. Li Hairong and Mr. Poon Chiu Kwok shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular of the Company dated 25 April 2024.
- (viii) In respect of the resolution numbered 6(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares referred therein. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules.
- (ix) In respect of resolution numbered 6(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares in circumstances which they deem appropriate and for the benefits of Shareholders. The explanatory statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own Shares, as required by the Listing Rules, is set out in Appendix II to the circular of the Company dated 25 April 2024.
- (x) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.