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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ronshine Service Holding Co., Ltd, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Ronshine Service Holding Co., Ltd

融信服務集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2207)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Ronshine Service Holding Co., Ltd to be held physically at Room 502, Building No. 6, Lane 226 Panyang Road, Minhang District, Shanghai, The People's Republic of China on Wednesday, 26 June 2024 at 10 a.m. is set out on pages 13 to 17 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) and the Company (www.rxswy.com). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch 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 meeting (i.e. before 10 a.m. on Monday, 24 June 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and in such event, the proxy shall be deemed to be revoked.

29 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 physically at Room 502, Building No. 6, Lane 226 Panyang Road, Minhang District, Shanghai, The People’s Republic of China on Wednesday, 26 June 2024 at 10 a.m. or any adjournment thereof, the notice of which is set out on pages 13 to 17 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares not exceeding 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting the Buy-back Mandate
“Cayman Companies Act”	the Companies Act (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor
“Company”	Ronshine Service Holding Co., Ltd, an exempted company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually bought back under the Buy-back Mandate
“Family Trust”	the family trust established on 18 August 2020 by Mr. Ou Zonghong as the settlor and protector, with HSBC International Trustee Limited as the trustee

DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with new Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the total number of issued Shares (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 People’s Republic of China
“Latest Practicable Date”	23 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
“Listing Date”	16 July 2021, the date on which dealings in the Shares commenced on the Stock Exchange
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Ronshine China”	Ronshine China Holdings Limited (融信中國控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 11 September 2014, whose shares are listed on the Stock Exchange (stock code: 3301)
“Ronshine China Group”	Ronshine China and its subsidiaries
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



Ronshine Service Holding Co., Ltd
融信服務集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2207)

Executive Directors:

Mr. Ou Guofei (*Chairman*)

Mr. Ma Xianghong

Ms. Lin Yi

Independent Non-executive Directors:

Mr. Ye Azhong

Mr. Chen Zhangwang

Mr. Kwok Kin Kwong Gary

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal place of business in Hong Kong:

40th Floor

Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of Annual General Meeting and information of the following proposals to be put forward at the Annual General Meeting: (i) the grant to the Directors of General Mandate, the Buy-back Mandate and the Extension Mandate, and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. An ordinary resolution no. 4(A) will be proposed at the Annual General Meeting to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation to the General Mandate. As at the Latest Practicable Date, there was 508,104,000 Shares in issue. Subject to the passing of the above resolution and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, and the Company does not have any treasury shares, the Company will be allowed to issue new Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) involving a maximum of 101,620,800 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares bought back by the Company under ordinary resolution no. 4(B), if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20% limit of the General Mandate as mentioned in the ordinary resolution no. 4(A) provided that such additional number shall not exceed 10% of the issued Shares (excluding treasury shares) as at the date of passing of the General Mandate and the Buy-back Mandate.

BUY-BACK MANDATE TO BUY BACK SHARES

In addition, an ordinary resolution no. 4(B) will be proposed at the Annual General Meeting to grant the Buy-back Mandate to the Directors to exercise the powers of the Company to buy back Shares representing up to 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation to the Buy-back Mandate. As at the Latest Practicable Date, there were 508,104,000 Shares in issue. Subject to the passing of the above resolution and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting and the Company does not have any treasury shares, the Company will be allowed to buy back a maximum of 50,810,400 Shares.

An explanatory statement required by the Listing Rules in connection with the Buy-back 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.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting after his/her appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election.

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) shall

LETTER FROM THE BOARD

retire from office by rotation and 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 an annual general meeting at least once every three years.

Accordingly, Mr. Ou Guofei shall retire at the Annual General Meeting and, being eligible, has offered himself for re-election as an executive Director at the Annual General Meeting in accordance with Article 83(3) of the Articles of Association. Furthermore, Mr. Ma Xianghong and Ms. Lin Yi shall retire by rotation and, being eligible, have offered themselves for re-election as the executive Directors at the Annual General Meeting in accordance with Article 84 of the Articles of Association. Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Recommendations to the Board for the proposal for re-election of each of Mr. Ou Guofei, Mr. Ma Xianghong and Ms. Lin Yi as the executive Directors were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers of Shares documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 20 June 2024.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 13 to 17 of this circular is the notice of Annual General Meeting at which ordinary resolutions will be proposed to the Shareholders to consider and approve, inter alia, (i) the grant to the Directors of General Mandate, the Buy-back Mandate and the Extension Mandate, and (ii) the re-election of the retiring Directors.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.rxswy.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 the Company's branch 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 fixed for the holding of the Annual General Meeting (i.e. before 10 a.m. on Monday, 24 June 2024) or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except (in the case of a physical meeting) where the chairman of the general 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 Annual General Meeting 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 authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate, the Buy-back Mandate and the Extension Mandate and the re-election of the retiring Directors are in the interests of the Company 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.

Yours faithfully
By order of the Board
Ronshine Service Holding Co., Ltd
Ou Guofei
Chairman

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have 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, nor has any directorships in other listed public companies in the last three years. In addition, none of the following Directors has any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

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 the requirements of Rule 13.51(2) of the Listing Rules.

EXECUTIVE DIRECTORS

Mr. Ou Guofei (歐國飛), aged 31, was appointed as an executive Director and the chairman of the Board on 12 September 2023. Mr. Ou has successively assumed various roles, including as the general manager of the capital center and the general manager of the marketing management center of Ronshine China since July 2015. He is currently the group assistant president of Ronshine China and president of the Shanghai-Jiangsu regional company, and he has a bachelor's degree in economics. He has extensive experience in real estate investment, development and business operation management. He is the son of Mr. Ou Zonghong, one of the controlling Shareholders.

Mr. Ou Guofei entered into a service contract with the Company for his appointment as an executive Director for a term of 3 years commencing from 12 September 2023 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ou is entitled to a director's fee of HK\$500,000 per annum. His remuneration is determined by the Board on the recommendation of the Remuneration Committee, with reference to his duties and responsibilities as well as the prevailing market conditions. He is also entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties in connection with the business of the Company. For the year ended 31 December 2023, the total emolument paid by the Group to Mr. Ou amounted to RMB135,905 (including director's fee).

As at the Latest Practical Date, Mr. Ou Guofei does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Ma Xianghong (馬祥宏), aged 50, was appointed as an executive Director on 22 September 2020. Mr. Ma joined the Group on 8 October 2016 and has been serving as the chief executive officer since then. Mr. Ma is primarily responsible for the overall business operations and management, and execution of the decisions of the Board. Mr. Ma has approximately 22 years of management experience in the PRC real estate and property management services industries. Prior to joining the Group, from July 1993 to August 1999, Mr. Ma taught at Dianzi high school in Shiyan, Hubei Province, where he served as a director and vice principal. From September 1999 to September 2016, Mr. Ma held various positions at Gemdale Corporation (金地(集團)股份有限公司), a property development and property management company listed on the Shanghai Stock Exchange (stock code: 600383), where he last served as the assistant general manager of the property group and the general manager of its building engineering company, and was primarily responsible for property management, intelligent engineering and other related business.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Ma obtained a bachelor's degree in Chinese language and literature from Hubei University (湖北大學) in the PRC in June 2001, and a master's degree of business administration from The Hong Kong Polytechnic University (香港理工大學) in Hong Kong in October 2014.

Mr. Ma Xianghong entered into a service contract with the Company for his appointment as an executive Director for a term of 3 years commencing from 22 September 2023 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ma is not entitled to any director's fee for his appointment as an executive Director but is entitled to receive salaries and other benefits for his employment with the Group as well as discretionary bonus which have been determined by the Group with reference to his performance, duties and responsibilities with the Group and the prevailing market condition. For the year ended 31 December 2023, the total emolument paid by the Group to Mr. Ma amounted to RMB2,703,034 (including salaries, housing allowance and contributions to retirement benefit scheme, and discretionary bonus).

As at the Latest Practical Date, Mr. Ma Xianghong does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Lin Yi (林怡), aged 51, was appointed as an executive Director on 22 September 2020. Ms. Lin joined the Group on 10 June 2014 and was promoted to chief financial officer and general manager of financial capital management center in December 2019. Ms. Lin is primarily responsible for the financial management and the internal control of the Group. She has over 26 years of experience in financial operation and management. Prior to joining the Group, from March 1990 to June 2014, Ms. Lin held various positions at Fujian Tongchun Pharmaceutical Co., Ltd (福建同春藥業股份有限公司), a company engaged in the manufacturing of medicine, medical supplies and health products, where she successively served as the deputy general manager of the financial management and investment development department and a deputy general manager of its operation and management department, and was primarily responsible for the overall management of the department and accumulated extensive operation management experience.

Ms. Lin obtained an associate's degree in financial accounting from The Open University of Fujian (福建廣播電視大學) in the PRC in July 1995, and a bachelor's degree in human resources management from Fujian Agriculture and Forestry University (福建農林大學) in the PRC in June 2009. She was qualified as an Intermediate Accountant (中級會計師) by the Ministry of Finance (財政部) of the PRC in December 1996.

Ms. Lin Yi entered into a service contract with the Company for her appointment as an executive Director for a term of 3 years commencing from 22 September 2023 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Lin is not entitled to any director's fee for her appointment as an executive Director but is entitled to receive salaries and other benefits for her employment with the Group as well as discretionary bonus which have been determined by the Group with reference to her performance, duties and responsibilities with the Group and the prevailing market condition. For the year ended 31 December 2023, the total emolument paid by the Group to Ms. Lin amounted to RMB746,184 (including salaries, housing allowance and contributions to retirement benefit scheme, and discretionary bonus).

As at the Latest Practical Date, Ms. Lin Yi does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 508,104,000 Shares and the Company did not have any treasury shares. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to buy back a maximum of 50,810,400 Shares which represent 10% of the total number of issued Shares (excluding treasury shares) during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS AND FUNDING OF BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back its Shares on the Stock Exchange. When exercising the Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands, Share buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

Buy-backs of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Cayman Company Act and the Listing Rules. The Cayman Company Act provides that the amount of capital repaid in connection with a share buy-back may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the buy-back or out of capital subject to and in accordance with the Cayman Company Act. The amount of premium payable on buy-back may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are bought back in the manner provided for in the Cayman Company Act.

The Directors would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors consider that if the Buy-back Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and/or the 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 Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, in the event that the Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is exercised.

If as a result of a buy-back of Shares by the Company pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of the Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Ou Zonghong (being founder of a trust), who is the single largest Shareholder, was interested in 375,000,000 Shares, representing approximately 73.80% of the issued Shares.

Mr. Ou Zonghong was the settlor and protector of the Family Trust with HSBC International Trustee Limited as trustee. Rongan Juxiang Co., Ltd, which is the holding vehicle of the Family Trust and is wholly owned by HSBC International Trustee Limited as the trustee of the Family Trust, held 375,000,000 Shares through its wholly owned subsidiaries, namely Rongxin Yipin Co., Ltd as to 300,000,000 Shares and Fumei International Co., Ltd as to 75,000,000 Shares. Accordingly, each of Mr. Ou Zonghong, HSBC International Trustee Limited and Rongan Juxiang Co., Ltd was deemed to be interested in the Shares held by Rongxin Yipin Co., Ltd and Fumei International Co., Ltd under the Securities and Futures Ordinance.

In the event that the Directors should exercise in full the Buy-back Mandate and assuming that the total number of issued Shares held by Rongan Juxiang Co., Ltd in which Mr. Ou Zonghong is taken to have an interest under the Securities and Futures Ordinance remains the same, and assuming the Company does not have any treasury shares, the shareholding of Mr. Ou Zonghong in the Company will be increased to approximately 82.00% of the issued Shares. To the best knowledge and belief of the Directors, such increase would not give rise to any obligation to make a mandatory offer under the Takeovers Code. The Board and/or its authorized person(s) has no present intention to buy back Shares to the extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Buy-back Mandate.

The Listing Rules prohibit a company from making buy-back on the Stock Exchange if the buy-back would result in the number of listed securities which are in the hands of the public falling below 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of such company (excluding treasury shares). The Directors do not propose to

exercise the Buy-back Mandate to the extent as would result in the aggregate number of Shares held by the public falling below the prescribed minimum percentage.

The Company confirms that neither this explanatory statement nor the proposed buy-back pursuant to the Buy-back Mandate has any unusual features.

SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares (whether on the Stock Exchange or otherwise) had been made by the Company in the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest traded prices HK\$	Lowest traded prices HK\$
2023		
April	4.200	2.880
May	4.190	4.000
June	4.180	3.700
July	3.940	3.300
August	3.680	1.380
September	1.380	1.250
October	1.250	0.570
November	0.570	0.355
December	0.450	0.370
2024		
January	0.465	0.435
February	0.465	0.465
March	1.290	0.445
April (<i>up to the Latest Practicable Date</i>)	0.910	0.650

NOTICE OF ANNUAL GENERAL MEETING



Ronshine Service Holding Co., Ltd
融信服務集團股份有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2207)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Ronshine Service Holding Co., Ltd (the “**Company**”) will be held physically at Room 502, Building No. 6, Lane 226 Panyang Road, Minhang District, Shanghai, The People’s Republic of China on Wednesday, 26 June 2024 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2023.
2.
 - (A) To re-elect Mr. Ou Guofei as an executive director of the Company.
 - (B) To re-elect Mr. Ma Xianghong as an executive director of the Company.
 - (C) To re-elect Ms. Lin Yi as an executive director of the Company.
 - (D) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Elite Partners CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
4. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong

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Limited (the “**Listing Rules**”)), 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 of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) 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 shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) together with the treasury shares of the Company resold by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company 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 of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company 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 of the Company, shall not exceed the aggregate of 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution and the said approval shall be limited accordingly;
- (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 expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or the articles of association of the Company; or
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

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(b) “Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company 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 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) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company, which may be bought back pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company (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 this resolution which had been granted to the directors of the Company 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;

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- (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or the articles of association of the Company; or
 - (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and/or to resell treasury shares of the Company (if permitted by the Listing Rules) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares of the Company bought back by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount of shares of the Company shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) at the date of passing of the said resolutions.”

By order of the board of the directors
Ronshine Service Holding Co., Ltd
Ou Guofei
Chairman

Hong Kong, 29 April 2024

Registered office:

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

Principal place of business in Hong Kong:

40th Floor
Dah Sing Financial Centre
248 Queen’s Road East
Wanchai
Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

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- (iii) In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, 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 notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10 a.m. on Monday, 24 June 2024) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) For the purpose of determining the shareholders' eligibility to attend and vote at the above meeting to be held on Wednesday, 26 June 2024, the register of members of the Company will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for attending and voting at the above meeting, all transfer of shares documents accompanied by the relevant share certificates must be lodged with the Company's branch 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 Thursday, 20 June 2024.
- (v) In respect of ordinary resolution numbered 2(A) to (C) above, Mr. Ou Guofei, Mr. Ma Xianghong and Ms. Lin Yi shall retire from office by rotation and, being eligible, have offered themselves for re-election as directors of the Company. Details of the above retiring directors are set out in Appendix I to the circular of the Company dated 29 April 2024.
- (vi) In respect of ordinary resolution numbered 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to buy-back shares of the Company in circumstances where they consider that the buy-back would be in the best interest of the Company and its shareholders. An explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to buy-back shares of the Company, as required by the Listing Rules, is set out in Appendix II to the circular of the Company dated 29 April 2024.

As at the date of this notice, Mr. Ou Guofei, Mr. Ma Xianghong, and Ms. Lin Yi are the executive directors; and Mr. Ye Azhong, Mr. Chen Zhangwang and Mr. Kwok Kin Kwong Gary are the independent non-executive directors.