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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in China Resources Mixc Lifestyle Services Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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華潤萬象生活有限公司

China Resources Mixc Lifestyle Services Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1209)

**PROPOSALS FOR GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED PAYMENT OF FINAL DIVIDEND, AND
PROPOSED AMENDMENTS TO THE ARTICLES
OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of China Resources Mixc Lifestyle Services Limited to be held at Ball Room, 1st Floor, Hotel Kapok Shenzhen Bay, No. 3001, Binhai Avenue, Nanshan District, Shenzhen, Guangdong, China on 7 June 2024 at 10:00 a.m. is set out on pages 25 to 30 of this circular. Whether or not you intend to attend the Annual General Meeting, Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon to the Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof. Completion of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof if they so wish.

29 April 2024

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Ball Room, 1st Floor, Hotel Kapok Shenzhen Bay, No. 3001, Binhai Avenue, Nanshan District, Shenzhen, Guangdong, China on 7 June 2024 at 10:00 a.m., notice of which is set out on pages 25 to 30 of this circular
“Articles of Association”	the amended and restated memorandum and articles of association of the Company, adopted by special resolution of the Shareholders passed on 14 June 2022
“Board”	the board of Director(s)
“Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong
“China” or “PRC”	the People’s Republic of China and except where the context requires and only for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	China Resources Mixc Lifestyle Services Limited (華潤萬象生活有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange (stock code: 1209)
“CR Land”	China Resources Land Limited (華潤置地有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange (stock code: 1109), ultimately held by CRC and the immediate holding company of the Company
“CRC”	China Resources Company Limited (中國華潤有限公司), a company established in the PRC with limited liability and a state-owned enterprise under the supervision of State-owned Assets Supervision and Administration Commission of the State Council, PRC and the ultimate holding company of the Company

DEFINITIONS

“CRH”	China Resources (Holdings) Company Limited (華潤(集團)有限公司), a company incorporated in Hong Kong with limited liability, ultimately held by CRC and the intermediate holding company of the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries (or the Company and any one or more of its subsidiaries, as the context may require)
“HK\$”	Hong Kong dollar, 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 bulk printing and publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the Repurchase Resolution up to a maximum of 10% of the issued Shares at the date of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution number 5 of the notice of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of a par value of US\$0.00001 each in the capital of the Company
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange

DEFINITIONS

“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“US\$”	United States dollar, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



華潤萬象生活有限公司

China Resources Mixc Lifestyle Services Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1209)

Directors:

Executive Directors

Mr. YU Linkang (*President*)

Mr. GUO Ruifeng (*Vice President and
Chief Strategy and Operating Officer*)

Mr. WANG Haimin (*Vice President*)

Mr. WANG Lei (*Vice President*)

Mr. NIE Zhizhang (*Vice President and Chief
Financial Officer*)

Non-executive Directors

Mr. LI Xin (*Chairman*)

Mr. GUO Shiqing

Independent Non-executive Directors

Mr. LAU Ping Cheung Kaizer

Mr. CHEUNG Kwok Ching

Mr. CHAN Chung Yee Alan

Ms. LO Wing Sze

Company Secretary:

Mr. SO Yiu Fung

Registered Office:

PO Box 309, Umland House,
Grand Cayman,
KY1-1104,
Cayman Islands

**Principal Place of Business
in Hong Kong:**

46/F, China Resources Building,
26 Harbour Road,
Wanchai, Hong Kong

China, 29 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED PAYMENT OF FINAL DIVIDEND, AND
PROPOSED AMENDMENTS TO THE ARTICLES
OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to seek your approval as set out in the notice of Annual General Meeting of the relevant ordinary resolutions and special resolution to be proposed at the Annual General Meeting and to provide you with information regarding proposals for the (i) general mandates to issue Shares and to repurchase Shares, (ii) re-election of retiring Directors, (iii) proposed payment of final dividend, and (iv) proposed amendments to the articles of association.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 6 June 2023, a general mandate was given to the Board to exercise the power of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power not exceeding 20% of the issued Shares at the date of the resolution (i.e. not exceeding 456,500,000 Shares based on the issued Shares of 2,282,500,000 Shares as at the Latest Practicable Date and assuming that such issued Shares remain the same at the date of passing the resolution) and adding to such general mandate so granted to the Directors any Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued Shares at the date of the Repurchase Resolution.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 6 June 2023, a general mandate was given to the Board to exercise the power of the Company to repurchase Shares on the Stock Exchange. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. It is therefore proposed to seek your approval of an ordinary resolution to be proposed at the Annual General Meeting to give a fresh general mandate to the Directors to exercise the powers of the Company to repurchase Shares. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I hereto.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. YU Linkang, Mr. GUO Ruifeng, Mr. WANG Haimin, Mr. WANG Lei and Mr. NIE Zhizhang; the non-executive Directors were Mr. LI Xin (Chairman) and Mr. GUO Shiqing; and the independent non-executive Directors were Mr. LAU Ping Cheung Kaizer, Mr. CHEUNG Kwok Ching, Mr. CHAN Chung Yee Alan and Ms. LO Wing Sze.

Pursuant to article 16.2 of the Articles of Association, Mr. GUO Ruifeng (“**Mr. GUO**”), Mr. WANG Lei (“**Mr. WANG**”), Mr. NIE Zhizhang (“**Mr. NIE**”) and Ms. LO Wing Sze (“**Ms. LO**”) shall retire from office at the Annual General Meeting and shall be eligible and offer themselves for re-election.

Pursuant to article 16.19 of the Articles of Association, Mr. LI Xin (“**Mr. LI**”), Mr. YU Linkang (“**Mr. YU**”) and Mr. LAU Ping Cheung, Kaizer (“**Mr. LAU**”) shall retire from office by rotation at the Annual General Meeting and shall be eligible and offer themselves for re-election.

LETTER FROM THE BOARD

The nomination committee of the Company had identified candidates pursuant to criteria set out in the nomination policy adopted by the Company and assessed and reviewed the independence of Mr. LAU and Ms. LO to the Company based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. LAU and Ms. LO are not and was not connected with any Directors, senior management of the Company or substantial or controlling Shareholders. The Board is also not aware of any circumstance that might influence Mr. LAU and Ms. LO in exercising independent judgment, and is satisfied that they have the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and they will be able to maintain an independent view of the Group's affairs. The Board has also received from Mr. LAU and Ms. LO written annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. Therefore, the Board considers them to be independent. In addition, the Board considered that Mr. LAU and Ms. LO, being independent non-executive Directors with diverse business and professional background, each of them could make good use of differences in the talents, skills, knowledge, regional and industry experience, professional experience, cultural, educational background as well as other qualities to contribute to the diversity of the Board. The Board is also of the view that Mr. LAU and Ms. LO would bring to the Board their own perspectives, skills and valuable experience and, alongside the other independent non-executive Directors, contributed to ensuring that the interests of all Shareholders were taken into account and that relevant issues were subject to objective and dispassionate consideration by the Board.

The Board therefore considers the re-election of Mr. LAU and Ms. LO as independent non-executive Directors is in the best interests of the Company and Shareholders as a whole, and resolved to recommend Mr. LAU and Ms. LO to be re-elected as Directors at the Annual General Meeting.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

PROPOSED PAYMENT OF FINAL DIVIDEND

At the Board meeting held on 25 March 2024, the Directors recommended a final dividend of RMB0.481 per Share for the year ended 31 December 2023 (“**2023 Final Dividend**”) (final dividend for the financial year ended 31 December 2022: RMB0.312 per Share). Shareholders will be given the option to elect to receive the 2023 Final Dividend in RMB and/or HK\$ at the average CNY Central Parity Rate of RMB to HK\$ as published by the People's Bank of China during the five business days ending (inclusive) the date of the Annual General Meeting. Subject to the approval by the Shareholders at the Annual General Meeting, the 2023 Final Dividend is expected to be paid on or around 26 July 2024 to Shareholders whose names appear on the Company's register of members at the close of business on 14 June 2024. This represents a total distribution of the 2023 Final Dividend of approximately RMB1,097,882,500 million (on the basis that the number of Shares in issue remains unchanged up to the record date on 14 June 2024 to determine Shareholders' entitlement to the 2023 Final Dividend).

LETTER FROM THE BOARD

The 2023 Final Dividend will be payable in cash to each Shareholder in HK\$ unless an election is made to receive the same in RMB. Shareholders will be given the option to elect to receive all or part of the 2023 Final Dividend in RMB. To make such election, Shareholders should complete the dividend currency election form, which is expected to be despatched to Shareholders in June 2024 as soon as practicable after the record date on 14 June 2024 to determine Shareholders' entitlement to the 2023 Final Dividend, and return it to the Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 9 July 2024. Shareholders who are minded to elect to receive all or part of the 2023 Final Dividend in RMB by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared without material handling charges or delay in Hong Kong or that RMB cheques will be honoured for payment upon presentation outside Hong Kong. The cheques are expected to be posted to the relevant Shareholders by ordinary post on or around 26 July 2024 at the Shareholders' own risk.

If no duly completed dividend currency election form in respect of that Shareholder is received by the Branch Share Registrar, Tricor Investor Services Limited, by 4:30 p.m. on 9 July 2024, such Shareholder will automatically receive the 2023 Final Dividend in HK\$.

All dividend payments in HK\$ will be made in the usual way on 26 July 2024. If Shareholders wish to receive the 2023 Final Dividend in HK\$ in the usual way, no additional action is required. Shareholders should seek professional advice from their own tax advisors regarding the possible tax implications of the proposed dividend payment.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 25 March 2024 in relation to the proposed amendments to the Articles of Association.

The Board has proposed to seek Shareholders' approval by way of a special resolution to adopt the second amended and restated memorandum and articles of association (the "**Second Amended and Restated Articles of Association**") for the purposes of, among others, (i) updating and bringing the Articles of Association to be closer in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules, which has taken effect on 31 December 2023; and (ii) other minor house-keeping amendments (the "**Proposed Amendments**").

Please refer to Appendix III to this circular for the full particulars of the Proposed Amendments. The Proposed Amendments are prepared in the English language and the Chinese language translation of the Proposed Amendments is for reference only. In the event of any inconsistencies between the English language version and the Chinese language version of the Proposed Amendments, the English language version shall prevail.

LETTER FROM THE BOARD

The resolution in relation to Proposed Amendments to the Articles of Association will be proposed at the Annual General Meeting for approval of the Shareholders by way of a special resolution.

ANNUAL GENERAL MEETING

Set out on pages 25 to 30 of this circular is the notice convening the Annual General Meeting.

ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed herewith. Such form of proxy is also published on the websites of the Company (www.crmixclifestyle.com.cn) and the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of a form of proxy will not prevent you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the chairman, 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. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) and Rule 13.39(5A) of the Listing Rules.

To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the proposed resolutions at the Annual General Meeting.

RECOMMENDATION

The Directors believe that the Repurchase Proposal, the proposed general mandate for Directors to issue new Shares, the proposed extension of the generate mandate to issue new Shares, the proposed re-election of retiring Directors, the proposed payment of the 2023 Final Dividend and the Proposed Amendments to the Articles of Association are all in the best interest of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of such 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 Company. 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,

LI Xin

Chairman

This Appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the total number of issued Shares as at the date of the Repurchase Resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,282,500,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares will be issued or repurchased from the Latest Practical Date up to and including date of the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 228,250,000 Shares representing not more than 10% of the issued Shares as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE

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

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws and regulations of Hong Kong and the Cayman Islands. The laws of the Cayman Islands provide that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2023 in the event that the Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Proposal 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.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2023	44.50	40.30
May 2023	42.70	35.10
June 2023	40.45	35.00
July 2023	40.45	34.70
August 2023	39.20	32.75
September 2023	37.35	29.50
October 2023	32.30	28.05
November 2023	32.00	28.25
December 2023	29.60	25.05
January 2024	28.10	20.45
February 2024	25.45	20.85
March 2024	25.75	21.60
April 2024 (up to the Latest Practicable Date)	27.80	24.40

5. GENERAL

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Proposal has unusual features.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, 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. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, CRC was interested in 1,682,666,000 Shares, representing approximately 73.72% of the total issued Shares. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Proposal, then (if the present shareholdings remain the same) the attributable interests of CRC would be increased to approximately 81.91% of the issued Shares and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such an extent as to result in the number of Shares held by the public being reduced to less than 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Mr. LI Xin (*Non-executive Director*)

Mr. LI Xin (李欣先生), aged 52, has been our Director since July 2020 and was appointed as a non-executive Director in August 2020. He has experience in corporate management and real estate development management. He is the chairman of nomination committee and sustainability committee and a member of remuneration committee of the Company.

Mr. LI joined CRH in August 1994, where he successively served at the personnel department of the then China Resources National Corporation (currently known as China Resources Company Limited), as director of Chongqing Kuixing Industrial Co., Ltd. (重慶奎星實業股份有限公司), as managing director of Chongqing Runlong Industrial Co., Ltd. (重慶潤隆實業有限公司), and as manager and senior manager of Longdation Enterprises Limited (隆地企業有限公司). He joined CR Land in July 2001, where he successively served from July 2001 to June 2013 as the general manager of the corporate development department of CR Land, general manager of China Resources (Dalian) Co., Ltd. (華潤(大連)有限公司), vice president of CR Land, and general manager of the Shenyang region and other positions. He was appointed as the senior vice president of CR Land in June 2013 and concurrently served as the general manager of Shenyang region, responsible for business development of Northeast China region. He was appointed as the co-president of CR Land and chairman of East China Region in July 2016, responsible for the business development of East China region (known as Shanghai region prior to November 2016) of CR Land. Since April 2017, Mr. LI has been appointed as an executive director of CR Land, and subsequently, Mr. LI was appointed as the president of CR Land in December 2018 and the chairman of the board of directors of CR Land in May 2022. He is currently the chairman of the nomination committee, the executive committee and the corporate social responsibility committee and a member of the corporate governance committee of CR Land.

Mr. LI obtained a bachelor of economics degree in investment economics management from Dongbei University of Finance and Economics in the PRC and a master of engineering degree in project management from The Hong Kong Polytechnic University in 1994 and 2005, respectively.

Save as disclosed above, Mr. LI did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

Mr. LI has entered into a service contract with the Company for a term of three years commencing from the listing date of the Company. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association. Mr. LI will not receive Director's fee from the Company. Save as disclosed above, Mr. LI is and was not connected with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. LI has interests in 40,000 shares of CR Land, an associated corporation of the Company, and save as disclosed, Mr. LI did not have any interest in shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. LI has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. YU Linkang (*Executive Director*)

Mr. YU Linkang (喻霖康先生), aged 52, has been our Director since July 2020 and was appointed as an executive Director and the president of the Company in August 2020. He is a member of the sustainability committee of the Company. Mr. YU has approximately 30 years of experience in real estate investment, commercial operation and corporate management.

Mr. YU worked in China Resources Hotel in Beijing (北京華潤飯店) from August 1992 to September 1996, where he successively served as the deputy manager and manager of the food and beverage department. He worked in Longdation Enterprises Limited (隆地企業有限公司) from September 1996 to December 2000, where he successively served as the supervisor, deputy manager and manager of the investment management department. Mr. YU served as the assistant general manager of Shenzhen Foreign Trade Center (深圳對外貿易中心) from December 2000 to June 2003, the chairman and general manager of Shenzhen Hotel Kapok Co., Ltd. (深圳市木棉花酒店有限公司) from January 2002 to June 2003, and the deputy general manager of Hotel Kapok Co., Ltd. (木棉花酒店有限公司) from June 2003 to November 2004.

From November 2004 to May 2011, Mr. YU served as the deputy general manager of China Resources (Shenzhen) Co., Ltd. (華潤(深圳)有限公司) (“**China Resources Shenzhen**”) (which has been a subsidiary of CR Land since October 2005), during which he concurrently served as the general manager of China Resources Shenzhen Bay Development Co., Ltd. (華潤深圳灣發展有限公司) from December 2008 to May 2011. He was the deputy general manager of Shenzhen region from May 2011 to August 2013. From August 2013 to July 2016, he served as the director for commercial real estate, general manager of Wuhan region as well as the assistant president of CR Land. In July 2016, he was appointed as the vice president of CR Land, managing the Group’s business, in particular our commercial operational services business. Since November 2018 and March 2020, he has been respectively appointed as the senior vice president of CR Land and the chairman of its property management business, managing the overall operation and business of the Group. For the purpose of the Reorganization, Mr. YU was appointed as the Group’s president in August 2020 to continue leading the management of the Group and ceased his appointment at CR Land. He received the Commercial Real Estate Leader Award (商業地產領軍人物獎) granted by the China Commercial Real Estate Industry Annual Award Panel (中國商業地產行業年度獎項評委會) for the year 2018 and 2020.

Mr. YU obtained a bachelor’s degree in hotel management from Beijing International Studies University in the PRC in 1992 and an MBA degree from Wright State University in Ohio, the United States in 2006.

Save as disclosed above, Mr. YU did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

Mr. YU has entered into a service contract with the Company for a term of three years commencing from the listing date of the Company. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association. Mr. YU will not receive Director's fee from the Company. Mr. YU is entitled to receive a monthly salary of RMB131,400, which was determined with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. YU is and was not connected with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. YU had subscribed and held interests in 358,304 Shares under the employee preferential offering through the asset management schemes established by CICC Financial Trading Limited, and save as disclosed, Mr. YU did not have any interest in shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. YU has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. GUO Ruifeng (*Executive Director*)

Mr. GUO Ruifeng (郭瑞鋒先生), aged 45, has been appointed as an executive Director and the Chief Strategy and Operating Officer in January 2024. He has extensive experience in property development and management, operation and management of commercial property projects, human resources management and corporate operation and management.

After his master's graduation in July 2003, he joined CR Land where he successively served as the manager of the corporate development department of CR Land, as well as the deputy manager and manager of the contract management department of China Resources Land (Hefei) Co., Ltd. (華潤置地(合肥)有限公司) from February 2005 to November 2008, and the manager, deputy director and director of the sales management department of CR Land from November 2008 to September 2012. Mr. GUO served as the general manager of sales management in Wuhan region from September 2012 to November 2016 and from 2015 to November 2016, he was also the general manager of the Guanggu Changdong (光谷長動) project in Wuhan region. Since November 2016, Mr. GUO specialized in the commercial operational services business of the Group and served as the general manager of Hangzhou MIXC under the commercial real estate business division, and subsequently also served as the deputy general manager of China Resources Sun Hung Kai Properties (Hangzhou) Limited (華潤新鴻基房地產(杭州)有限公司) of East China Region from November 2016 to February 2019, during which he was also the deputy general manager of the commercial real estate business

division in East China Region of the Company from August 2018 to February 2019. He was appointed as the general manager of Shenzhen MIXC under the commercial property business unit in February 2019. For the purpose of the reorganization, Mr. Guo was appointed as the assistant president and chief human resources officer of the Group in August 2020 to continue managing the Group's business. Mr. GUO was appointed as the Chief Operating Officer of the Company in August 2022 and has been serving as the Vice President since December 2023.

Mr. GUO obtained his bachelor's degree in Civil Engineering and his master's degree in Management Science & Engineering from Tsinghua University of China in July 2000 and July 2003, respectively.

Save as disclosed above, Mr. GUO did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

Mr. GUO has entered into a service contract with the Company for a term of three years commencing from 29 January 2024. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association. Mr. GUO will not receive Director's fee from the Company. Mr. GUO is entitled to receive a monthly salary of RMB65,000, which was determined with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. GUO is and was not connected with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. GUO has interests in 80,884 shares of the Company, 49,884 shares of which were subscribed and is held by Mr. GUO under the employee preferential offering through the asset management schemes established by CICC Financial Trading Limited, and 24,000 shares of CR Land, an associated corporation of the Company. Save as disclosed above, Mr. GUO did not have any interests in shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. GUO has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. WANG Lei (*Executive Director*)

Mr. WANG Lei (王磊先生), aged 43, has been appointed as an executive Director and the Vice President in January 2024. He has extensive experiences in property development and management, commercial property operation and management, and corporate operation and management.

Mr. WANG joined China Resources Group after obtaining his bachelor's graduation in July 2002. He has served as mechanical and electrical engineer, cost engineer of the contract department and executive manager of the project department of Shenzhen Mixc City Project of China Resources Construction Co., Ltd. (華潤建築有限公司). Mr. WANG was then transferred to CR Land (together with its subsidiaries, "CR Land Group") in April 2007 and held different positions within the CR Land Group. He successively served as the deputy manager of the engineering management department of China Resources Land (Shenyang) Co., Ltd. (華潤置地(瀋陽)有限公司), the engineering manager and the deputy project manager of the China Resources Center project department; he was the general manager of the Mixc City project of China Resources Land (Shandong) Co., Ltd. (華潤置地(山東)有限公司) from May 2011 to December 2012, the assistant general manager and the deputy general manager of China Resources Land (Weihai) Co., Ltd. (華潤置地(威海)有限公司) from December 2012 to October 2014, the deputy general manager of engineering management department of CR Land headquarters from October 2014 to August 2016. He was the deputy general manager of China Resources Land Commercial Management Service (Shenzhen) Co., Ltd. (華潤置地商業管理服務(深圳)有限公司) under the commercial property services division of CR Land from August 2016 to January 2018; and the assistant general manager and deputy general manager of the commercial property services division of CR Land from January 2018 to October 2020, fully responsible for the commercial property services division. Mr. Wang has been appointed as the general manager of the asset management department of CR Land headquarters in October 2020.

Mr. WANG obtained a bachelor of engineering degree in Water Supply and Drainage Engineering from Tongji University of China in July 2002.

Save as disclosed above, Mr. WANG did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

Mr. WANG has entered into a service contract with the Company for a term of three years commencing from 29 January 2024. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association. Mr. WANG will not receive Director's fee from the Company. Mr. WANG is entitled to receive a monthly salary of RMB60,000, which was determined with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. WANG is and was not connected with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. WANG did not have any interest in shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. WANG has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. NIE Zhizhang (*Executive Director*)

Mr. NIE Zhizhang (聶志章先生), aged 40, has been appointed as an executive Director, the secretary to the Board, the Vice President and the Chief Financial Officer of the Company in August 2023. He has extensive experience in finance, operation, marketing and investment.

Mr. NIE joined CR Land after obtaining his master's degree from the Northeastern University of China in July 2008. From July 2008 to October 2013, he successively served as a supervisor, an assistant manager and a deputy manager of finance department of Shenyang company of CR Land. From October 2013 to September 2017, he successively served as the deputy manager, assistant general manager and deputy general manager of finance management department of Shenyang region of CR Land. He served as the general manager of finance department of Northeast region of CR Land from September 2017 to June 2019, responsible for legal and audit management, the general manager of both finance department and marketing department of Northeast region of CR Land from June 2019 to January 2020, the assistant general manager and the general manager of finance department, marketing department and investment management department of Northeast region of CR Land from January 2020 to August 2020, the assistant general manager and the general manager of marketing department of Northeast region of CR Land from August 2020 to January 2022, and the assistant general manager of Northeast region of CR Land from January 2022 to April 2022, responsible for finance, operation and investment management. Mr. NIE has been transferred to South China region of CR Land in April 2022 and has successively served as the assistant general manager and deputy general manager of South China region of CR Land since April 2022, responsible for investment, marketing and operation management.

Mr. NIE holds a bachelor's degree and a master's degree in accounting both from the Northeastern University of China.

Save as disclosed above, Mr. NIE did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

Mr. NIE has entered into a service contract with the Company for a term of three years commencing from 17 August 2023. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association. Mr. NIE will not receive Director's fee from the Company. Mr. NIE is entitled to receive a monthly salary of RMB51,500 which was determined with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. NIE is and was not connected with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. NIE has interests in 32,000 shares of China Pharmaceutical Group Limited, an associated corporation of the Company. Save as disclosed above, Mr. NIE did not have any interest in shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. NIE has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. LAU Ping Cheung Kaizer (*Independent non-executive Director*)

Mr. LAU Ping Cheung Kaizer (劉炳章先生) *GBS, SBS, J.P.*, aged 72, was appointed as an independent non-executive Director on 25 November 2020. He is the chairman of remuneration committee and a member of nomination committee of the Company.

Mr. LAU has also been serving as an independent non-executive director of SEM Holdings Limited (a company listed on the Stock Exchange, stock code: 9929) since January 2020 and SOCAM Development Limited (a company listed on the Stock Exchange, stock code: 983) since June 2023, respectively. Previously, he served as an independent non-executive director of Kingboard Laminates Holdings Limited (a company listed on the Stock Exchange, stock code: 1888) from August 2015 to January 2022 and MTR Corporation Limited (a company listed on the Stock Exchange, stock code: 0066) from August 2015 to May 2019.

Mr. LAU has more than 30 years of experience in the real estate industry. Mr. LAU is one of the founders of Hong Kong Coalition of Professional Services and has been its chairman since June 2012. He is also a member of the Board of Governors of Our Hong Kong Foundation. Previously, he was a member of the Basic Law Promotion Steering Committee and served as a member of the Long Term Housing Strategy Steering Committee from September 2012 to December 2013 and the chairman of the Surveyors Registration Board from 1996 to 1997. Mr. LAU is also currently a member of the National Committee of the Chinese People's Political Consultative Conference since March 2018 and served as a member of the HKSAR Legislative Council between October 2000 to September 2004.

Mr. LAU obtained a higher diploma in quantity surveying from Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in 1974.

Save as disclosed above, Mr. LAU did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

Mr. LAU has entered into a letter of appointment with the Company for a term of three years commencing from the listing date of the Company. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association. Mr. LAU is entitled to receive a Director's fee of HK\$400,000 per annum, which was determined with reference to his duties and responsibilities with the Company. Such Director's fee shall be subject to review by the remuneration committee of the Company. Mr. LAU is and was not connected with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. LAU did not have any interest in shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. LAU has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Ms. LO Wing Sze (*Independent non-executive Director*)

Ms. LO Wing Sze (羅詠詩女士) *BBS, JP*, aged 52, was appointed as an independent non-executive Director with effect from 1 July 2023. She is a member of audit committee, nomination committee and sustainability committee of the Company.

She is the financial director of Million Tour Limited and the founder and financial director of M1 Hotel Group. Ms. LO was appointed as a Justice of the Peace in 2017 and awarded the Bronze Bauhinia Star in 2020 by the Hong Kong Special Administrative Region of the People's Republic of China ("HKSAR") Government. She is a member of the Election Committee 2021 (The Fourth Sector) of the HKSAR and was a member of the Election Committee for the Fifth Government of the HKSAR (Tourism Subsector). Ms. LO is also a member of the Chief Executive's Policy Unit Social Development Expert Group, a member of the Social Workers Registration Board, a member of the Advisory Committee on Post-office Employment for Former Chief Executives and Politically Appointed Officials, a member of the Advisory Committee on Admission of Quality Migrants and Professionals and the convener of its Panel 3, a member of the Immigration Department Users' Committee, a member of the Correctional Services Children's Education Trust Investment Advisory Board and a member of the District Fire Safety Committee (Wan Chai District). She is also an Honorary Court Member of the Lingnan University in Hong Kong. Ms. LO is the Chairlady of Tai Hang Fire Dragon Heritage Centre (Revitalising Historic Buildings Through Partnership Scheme Batch IV).

Ms. LO is an independent non-executive director of New World Development Company Limited (stock code: 17), Virtual Mind Holding Company Limited (stock code: 1520), Goldlion Holdings Limited (stock code: 533) and Lee & Man Paper Manufacturing Limited (stock code: 2314), all being companies listed on the Stock Exchange. She served as an independent non-executive director of Finsoft Financial Investment Holdings Limited (a company listed on the Stock Exchange, stock code: 8018) from 21 August 2020 to 7 July 2023.

She holds a Bachelor of Economics Degree from the University of Sydney and a Master of Commerce in Finance Degree from the University of New South Wales in Australia. She is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of CPA Australia.

Save as disclosed above, Ms. LO did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

Ms. LO has entered into a letter of appointment with the Company for a term of three years commencing from 1 July 2023. However, she will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association. Ms. LO is entitled to receive a Director's fee of HK\$400,000 per annum, which was determined with reference to her duties and responsibilities with the Company. Such Director's fee shall be subject to review by the remuneration committee of the Company. Ms. LO is and was not connected with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Ms. LO did not have any interest in shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Ms. LO has confirmed that there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Particulars of the proposed amendments to the Articles of Association are set out as follows:

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
1.	<p style="text-align: center;">THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p style="text-align: center;">AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">CHINA RESOURCES MIXC LIFESTYLE SERVICES LIMITED 華潤萬象生活有限公司</p> <p style="text-align: center;">(adopted by special resolution passed on 14 June 2022)</p>	<p style="text-align: center;">THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p style="text-align: center;"><u>SECOND</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">CHINA RESOURCES MIXC LIFESTYLE SERVICES LIMITED 華潤萬象生活有限公司</p> <p style="text-align: center;">(adopted by special resolution passed on 14 June <u>7 June 2022</u>)</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
2.	<p>30.1 Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	<p>30.1 Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules <u>website(s) designated by the Company and the website of the Exchange. Without affecting the generality of the foregoing and subject to the provisions under the Listing Rules, where the Company does not hold functional electronic contact details of a member, or where the Company has received any instruction from a member indicating his preference to receive hard copies of notice or document (or his refusal to receive them by electronic means), and such instruction has not been revoked, the Company may send such notice or document through the post in a prepaid letter addressed to such member at his registered address as appearing in the register, and any notice or document may also be served by the Company by transmitting it to any electronic number or address or website supplied by the member to the Company.</u> In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
3.	<p>30.4 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>	<p>30.4 <u>Without limiting the right of the Company to serve notices via electronic means in these Articles,</u> A member shall be entitled to have notice <u>or document</u> served on him <u>by post</u> at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him <u>given instructions to the Company that he prefers to receive the</u> notices and documents to be given or issued to him by the Company by electronic means <u>post (or he refuses to receive them by electronic means)</u> and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. <u>The aforesaid A</u>-member who has no registered address in Hong Kong shall be deemed to have received any notice <u>or document</u> which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice <u>or document</u> shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong, <u>whether by electronic or non-electronic means.</u></p>

NOTICE OF ANNUAL GENERAL MEETING



華潤萬象生活有限公司

China Resources Mixc Lifestyle Services Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1209)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Resources Mixc Lifestyle Services Limited (the “**Company**”) will be held at Ball Room, 1st Floor, Hotel Kapok Shenzhen Bay, No. 3001, Binhai Avenue, Nanshan District, Shenzhen, Guangdong, China on Friday, 7 June 2024 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive and consider the audited financial statements and the directors’ report and the independent auditor’s report for the year ended 31 December 2023.
2. To declare a final dividend of RMB0.481 per share for the year ended 31 December 2023. Shareholders will be given the option to elect to receive the 2023 Final Dividend in RMB and/or HK\$ at the average CNY Central Parity Rate of RMB to HK\$ as published by the People’s Bank of China during the five business days ending (inclusive) the date of the Annual General Meeting.
3.
 - (1) To re-elect Mr. LI Xin as non-executive director;
 - (2) To re-elect Mr. YU Linkang as executive director;
 - (3) To re-elect Mr. WANG Lei as executive director;
 - (4) To re-elect Mr. GUO Ruifeng as executive director;
 - (5) To re-elect Mr. NIE Zhizhang as executive director;
 - (6) To re-elect Mr. LAU Ping Cheung Kaizer as independent non-executive director;
 - (7) To re-elect Ms. LO Wing Sze as independent non-executive director; and
 - (8) To authorise the board of directors to fix the remuneration of the directors.

NOTICE OF ANNUAL GENERAL MEETING

4. To re-appoint KPMG as the auditor of the Company and to authorise the board of directors to fix their remuneration.

5. “**THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of US\$0.00001 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

 - (b) the total number of shares of the Company which the directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of this resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and

 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and

 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

6. “THAT:

- (a) subject to paragraph (c) 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 and deal with additional shares of US\$0.00001 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into shares of the Company; or (iv) an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing this resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be allotted and issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

7. “**THAT** subject to the passing of the resolution nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to resolution no. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such number of shares so repurchased shall not exceed 10% of the total number of the issued shares of the Company as at the date of the said resolution.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution as a special resolution:

8. **“THAT:**

- (A) the proposed amendments to the existing memorandum of association and articles of association of the Company (the **“Proposed Amendments”**), the details of which are set out in Appendix III to the circular of the Company dated 29 April 2024, be and are hereby approved;
- (B) the second amended and restated memorandum of association and articles of association of the Company (the **“Second Amended and Restated Memorandum and Articles of Association”**), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with immediate effect; and
- (C) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board
SO Yiu Fung
Company Secretary

Hong Kong, 29 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the branch share registrar of the Company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Monday, 3 June 2024 to Friday, 7 June 2024, both days inclusive, during which no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 31 May 2024.

Subject to the approval of Shareholders at the meeting, the proposed final dividend will be payable to Shareholders whose names appear on the register of members of the Company after the close of business of the Company at 4:30 p.m. on Friday, 14 June 2024 and the register of members of the Company will be closed from Friday, 14 June 2024 to Monday, 17 June 2024, both days inclusive, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates shall be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at the above address not later than 4:30 p.m. on Thursday, 13 June 2024.

4. With regard to item no. 3 in this notice, the board of directors of the Company proposes that seven retiring Directors, namely Mr. LI Xin, Mr. YU Linkang, Mr. WANG Lei, Mr. GUO Ruifeng, Mr. NIE Zhizhang, Mr. LAU Ping Cheung Kaizer and Ms. LO Wing Sze, who shall be eligible for re-election, be re-elected as Directors. Details of these Directors are set out in appendix II of the circular to shareholders dated 29 April 2024.
5. All the resolutions set out in this notice shall be decided by poll.
6. If a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by a super typhoon, or black rainstorm warning signal is in force at any time between 8:30 a.m. and 11:30 a.m. on the day of the above meeting, the above meeting will be adjourned or postponed. The Company will post an announcement on the Company's website and HKEXnews website to notify shareholders of the date, time and place of the adjourned or postponed meeting.

The above meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.

7. As at the date of this notice, the board of directors of the Company comprises Mr. LI Xin (Chairman) and Mr. GUO Shiqing as non-executive Directors; Mr. YU Linkang, Mr. GUO Ruifeng, Mr. WANG Haimin, Mr. WANG Lei and Mr. NIE Zhizhang as executive Directors; and Mr. LAU Ping Cheung Kaizer, Mr. CHEUNG Kwok Ching, Mr. CHAN Chung Yee Alan and Ms. LO Wing Sze as independent non-executive Directors.