
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sunac Services Holdings Limited, you should at once hand this circular, together with the enclosed 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 transferee.

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**SUNAC SERVICES HOLDINGS LIMITED****融創服務控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 01516)****PROPOSALS FOR**

- (1) GRANT OF GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES;**
 - (2) RE-ELECTION OF RETIRING DIRECTORS;**
 - (3) DECLARATION AND PAYMENT OF A FINAL DIVIDEND;**
 - (4) ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;**
- AND**
- NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Sunac Services Holdings Limited to be held on Tuesday, 21 May 2024 at 10:00 a.m. at 3F, Conrad Tianjin, No. 46, Tianta Road, Nankai District, Tianjin, the PRC is set out on pages AGM-1 to AGM-5 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 respective websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.sunacservice.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 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 form of 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:

“Amended and Restated Memorandum and Articles of Association”	the second amended and restated memorandum of association and the third amended and restated articles of association of the Company incorporating the Proposed Amendments set out in Appendix III to this circular proposed to be approved by the Shareholders at the Annual General Meeting
“Annual General Meeting”	the annual general meeting of the Company to be held at 3F, Conrad Tianjin, No. 46, Tianta Road, Nankai District, Tianjin, the PRC on Tuesday, 21 May 2024 at 10:00 a.m. or any adjournment thereof and the notice of which is set out on pages AGM-1 to AGM-5 of this circular
“Articles of Association”	the second amended and restated articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Sunac Services Holdings Limited (融創服務控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability, with its Shares listed on the Main Board of the Stock Exchange (stock code: 01516)
“Director(s)”	the director(s) of the Company
“ESG Committee”	the environmental, social and governance committee of the Company
“Extension Mandate”	a general extension mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted, issued and/or dealt with under the Issue Mandate may be increased by an additional number representing such number of Shares actually bought back under the Share Buy-back Mandate

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of the issued Shares as at the date of passing of the relevant resolution granting such mandate
“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 Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum of Association”	the amended and restated memorandum of association of the Company as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“Proposed Amendments”	the proposed amendments to the existing Memorandum of Association and Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Award Scheme”	the share award scheme adopted by Sunac Shine (PTC) Limited on 11 June 2021

DEFINITIONS

“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant resolution granting such mandate
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sunac China”	Sunac China Holdings Limited (融創中國控股有限公司), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 01918) and a controlling shareholder of the Company
“Sunac Group”	Sunac China and its subsidiaries
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



SUNAC SERVICES HOLDINGS LIMITED

融創服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01516)

Chairman of the Board and Non-executive Director:

Mr. Wang Mengde

Executive Directors:

Ms. Cao Hongling (*Chief Executive Officer*)

Ms. Yang Man

Non-executive Directors:

Mr. Lu Peng

Mr. Gao Xi

Independent non-executive Directors:

Ms. Wang Lihong

Mr. Yao Ning

Mr. Zhao Zhonghua

Registered Office:

Intertrust Corporate Services

(Cayman) Limited

One Nexus Way

Camana Bay

Grand Cayman, KY1-9005

Cayman Islands

Principal Place of Business in

Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

Headquarters and Principal Place of

Business in the PRC:

25th Floor, Block O1A

Sunac Center, No. 278 Hongqi Road

Nankai District

Tianjin

PRC

29 April 2024

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR

**(1) GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
TO BUY BACK SHARES;**

(2) RE-ELECTION OF RETIRING DIRECTORS;

(3) DECLARATION AND PAYMENT OF A FINAL DIVIDEND;

**(4) ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION;**

AND

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and information on the proposals to be put forward at the Annual General Meeting for, among

LETTER FROM THE BOARD

others: (i) the grant to the Directors of the Issue Mandate to issue Shares, the Share Buy-back Mandate to buy back Shares and the Extension Mandate; (ii) the re-election of the retiring Directors; (iii) the declaration and payment of a final dividend; and (iv) the adoption of the Amended and Restated Memorandum and Articles of Association.

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares up to 20% of the number of the issued Shares as at the date of passing of the resolution in relation to the Issue Mandate. As at the Latest Practicable Date, the number of issued Shares of the Company was 3,056,844,000 Shares. Subject to the passing of the above ordinary resolution and on the basis that no further Shares will be 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 allot, issue and deal with a maximum of 611,368,800 Shares under the Issue Mandate.

Subject to a separate approval of the ordinary resolution on the Extension Mandate, the number of Shares bought back by the Company under the Share Buy-back Mandate (if approved by an ordinary resolution at the Annual General Meeting) will also be added to extend the Issue Mandate provided that such additional amount shall not exceed 10% of the number of the issued Shares as at the date of passing of the resolution in relation to the Share Buy-back Mandate.

In addition, at the Annual General Meeting, an ordinary resolution will be proposed to approve the granting of the Share Buy-back Mandate to the Directors to exercise the powers of the Company to buy back Shares representing up to 10% of the number of the issued Shares as at the date of passing of the resolution in relation to the Share Buy-back Mandate.

Subject to the approval of the above proposals by the Shareholders at the Annual General Meeting, the Issue Mandate, the Share Buy-back Mandate and the Extension Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the date upon which such authority is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

EXPLANATORY STATEMENT OF THE SHARE BUY-BACK MANDATE

An explanatory statement of the Share Buy-back Mandate required by the Listing Rules to be sent to the Shareholders in connection with the proposed Share Buy-back Mandate is set out in Appendix I to this circular. The 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 for approving the Share Buy-Back Mandate at the Annual General Meeting.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 84(1) and 84(2) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if the number of the Directors is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting of the Company at least once every three years. Accordingly, Ms. Yang Man, Mr. Gao Xi and Ms. Wang Lihong will retire at the Annual General Meeting and being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

Details of the above named Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

DECLARATION AND PAYMENT OF FINAL DIVIDEND

The Board has resolved to recommend the declaration and payment of a final dividend of RMB14.3 cents per Share for the year ended 31 December 2023 subject to approval by Shareholders at the Annual General Meeting. The final dividend, if approved by the Shareholders at the Annual General Meeting, will be paid on or about 4 June 2024 to Shareholders whose names appear on the register of members of the Company on 30 May 2024.

ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 29 April 2024.

The Board proposed to amend the Memorandum of Association and Articles of Association of the Company to bring the Memorandum of Association and Articles of Association in line with the latest regulatory requirements of the Stock Exchange on expanding the paperless listing regime and mandatory electronic dissemination of corporate communications by listed issuers, and adopt the Amended and Restated Memorandum and Articles of Association to substitute and repeal the existing Memorandum of Association and Articles of Association. Details of the Proposed Amendments are provided in Appendix III to this circular.

The Board proposed to effect the Proposed Amendments by adopting the Amended and Restated Memorandum and Articles of Association. The Amended and Restated Memorandum and Articles of Association is prepared in the English language while its Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

The adoption of the Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. Prior to the passing of the special resolution at the Annual General Meeting, the existing Memorandum of Association and Articles of Association shall remain valid.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-5 of this circular is the notice of the Annual General Meeting at which ordinary resolutions will be proposed to the Shareholders to, among other matters, consider and approve the grant to the Directors of the Issue Mandate to issue Shares, the Share Buy-back Mandate to buy back Shares and the Extension Mandate, the re-election of the retiring Directors, the declaration and payment of a final dividend, and a special resolution will be proposed to the Shareholders to consider and adopt the Amended and Restated Memorandum and Articles of Association.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the eligibility of the Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 16 May 2024 to Tuesday, 21 May 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 transfer of Shares 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, no later than 4:30 p.m. on Tuesday, 14 May 2024.

Upon obtaining approval of the Shareholders at the Annual General Meeting, for the purpose of determining the Shareholders' entitlement to the final dividend for the year ended 31 December 2023, the register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024 (both days inclusive), during which period no transfer of Shares will be registered. For the purpose of determining the entitlement to the final dividend for the year ended 31 December 2023, all transfer 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 for registration no later than 4:30 p.m. on Friday, 24 May 2024.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sunacservice.com). Whether or not you intend to be present at 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 not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting (or any adjournment thereof) if they so wish, and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Article 66 of the Articles of Association and Rule 13.39(4) of the Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be taken by way of a poll. The chairman of the Annual General Meeting will explain the procedures for conducting a poll at the Annual General Meeting.

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 but so that no amount paid up or credited as paid up on a Share in advance of calls or instalments is treated for the foregoing purposes as paid up on a Share. 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.

After the conclusion of the Annual General Meeting, the poll results will be published by the Company on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sunacservice.com) by way of an announcement.

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 misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions at the Annual General Meeting for, among other matters, the granting to the Directors of the Issue Mandate to issue Shares, the Share Buy-back Mandate to buy back Shares and the Extension Mandate, the re-election of the retiring Directors, the declaration and payment of a final dividend and the adoption of the Amended and Restated Memorandum and Articles of Association, are in the interests of the Group and the Shareholders as a whole. The Directors 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
Sunac Services Holdings Limited
Wang Mengde
Chairman

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

NUMBER OF ISSUED SHARES

As at the Latest Practicable Date, there were 3,056,844,000 Shares in issue. Subject to the passing of the resolution granting the Share Buy-back Mandate and on the basis that no further Shares will be issued or bought back from 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 305,684,400 Shares, which represent 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Share Buy-back Mandate, during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a 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 for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not buy back the Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any buy-back of Shares may be made out of the profits of the Company, the share premium amount of the Company or the proceeds of a fresh issue of Shares made for the purpose of the buy-back or, subject to the Companies Act, out of capital and, in the case of any premium payable on the purchase over the par value of the Shares to be bought back, must be provided for, out of either or both of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Act, out of capital.

The Directors consider that if the Share Buy-back Mandate were to be exercised in full during the proposed buy-back period, it might have a material adverse effect on the working capital and/or the gearing position of the Group, as compared with the position 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. However, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Group.

GENERAL MATTERS

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

The Directors will exercise the power of the Company to make buy-backs pursuant to the proposed Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement of the Share Buy-back Mandate nor the proposed share repurchase has with any unusual features.

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

TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share 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 a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

As at the Latest Practicable Date, to the best knowledge, information and belief of the Directors, Sunac China was deemed to be interested in 1,521,499,266 Shares in aggregate, representing approximately 49.77% of the existing number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares under the Share Buy-back Mandate and assuming there will be no other change in the issued share capital of the Company, Sunac China's shareholding interests in the Company would be increased to approximately 55.30% of the number of issued Shares. To the best knowledge and belief of the Directors, such increase in shareholding interests will exceed the 2% creeper as specified in Rule 26.1 of the Takeovers Code, and in which event, Sunac China may be obliged to make a mandatory general offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Share Buy-back Mandate to such an extent that would give rise to the obligations under Rule 26 of the Takeovers Code to make a mandatory offer, or otherwise would result in the number of Shares held by the public falling below the prescribed minimum percentage of public float (i.e. 25%) under the Listing Rules.

SHARE BUY-BACK MADE BY THE COMPANY

During the previous six months preceding the Latest Practicable Date, the Company did not repurchase any Shares (whether on the Stock Exchange or other stock exchanges).

SHARE PRICES

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

Month	Highest prices HK\$	Lowest prices HK\$
2023		
April	3.85	2.77
May	2.95	2.13
June	2.57	2.02
July	2.77	1.98
August	2.73	2.08
September	3.22	2.18
October	2.54	2.06
November	2.61	1.99
December	2.33	1.74
2024		
January	1.90	1.47
February	2.13	1.54
March	2.17	1.81
April (up to and including the Latest Practicable Date)	1.92	1.63

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Ms. Yang Man (“Ms. Yang”)

Ms. Yang, aged 42, is an executive Director, the chief financial officer and a member of the ESG Committee of the Company and the senior vice president of the Group. Ms. Yang was appointed as a general manager of the financial management department of the Group in April 2018 and was appointed as an assistant to the president of the Group in January 2019. She was appointed as the vice president of the Group in April 2020, and was appointed as an executive Director and the chief financial officer of the Company in August 2020, and was then appointed as the senior vice president of the Group in February 2024, being responsible for managing financial and cost management center, capital and legal affairs center, audit and supervision center and working groups relating to living service of the Group. Prior to joining the Group, she worked in PricewaterhouseCoopers ZhongTian LLP until January 2018 where her last position was senior audit manager. Ms. Yang has been a member of the Association of Chartered Certified Accountants (ACCA) (特許公認會計師公會), a member of the Certified General Accountants Association of Canada (加拿大註冊會計師協會) since May 2010, and a member of The Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since April 2013. Ms. Yang obtained a bachelor’s degree and a master’s degree in accountancy from Nankai University (南開大學) in the PRC in June 2004 and June 2006, respectively.

Ms. Yang has entered into a service agreement with the Company for a term of three years subject to retirement by rotation pursuant to the requirements of the Articles of Association and the Listing Rules. Pursuant to the service agreement, Ms. Yang will not receive any remuneration for being a director, and she is entitled to receive salary, bonus payments, allowance and benefits-in-kind, at the discretion of the Board, and social welfare benefits provided under relevant PRC laws and regulations. During the year ended 31 December 2023, Ms. Yang received a salary and discretionary bonus of approximately RMB2,008,000 in total from the Group, which was determined with reference to her experience, duties and the remuneration policy of the Company. As at the Latest Practicable Date, Ms. Yang held 1,154,187 Shares and 431,500 unvested share awards under the Share Award Scheme. In addition, as at the Latest Practicable Date, Ms. Yang held 13,008 shares and 38,500 unvested share awards of Sunac China, an associated corporation of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Yang (i) did not hold any directorship in any other public companies listed in Hong Kong or overseas in the last three years or other major appointments or professional qualifications; (ii) did not hold any other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) did not have other interests in the securities of the Company and its associated corporations within the meaning of Part XV of the SFO.

Mr. Gao Xi (“Mr. Gao”)

Mr. Gao, aged 43, is a non-executive Director of the Company, and is responsible for providing guidance and formulating development strategies for the overall development of the Group. Mr. Gao was appointed as a non-executive Director of the Company in August 2020. Mr. Gao joined Sunac Group in December 2007, and has held different positions in the capital operations centre, financial management department and financing management department of Sunac Group since then. Mr. Gao currently serves as the chief financial officer and company secretary of Sunac China and the vice president and general manager of the capital and financing center of Sunac Group. Currently, Mr. Gao is mainly responsible for such matters related to financing, listing compliance, equity management, investor relations and corporate governance of Sunac Group. Mr. Gao graduated from Shanxi University of Finance and Economics (山西財經大學) in the PRC in July 2008 with a master’s degree in quantitative economics.

Mr. Gao has entered into an appointment letter with the Company for a term of three years subject to retirement by rotation pursuant to the requirements of the Articles of Association and the Listing Rules. Pursuant to the appointment letter, Mr. Gao will not receive any director’s fee from the Group, and his director’s fee may be adjusted according to the recommendations of the Remuneration Committee. As at the Latest Practicable Date, Mr. Gao held 918,000 Shares. In addition, as at the Latest Practicable Date, Mr. Gao held 228,000 shares and 712,000 unvested share awards of Sunac China, an associated corporation of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gao (i) did not hold any directorship in any other public companies listed in Hong Kong or overseas in the last three years or other major appointments or professional qualifications; (ii) did not hold any other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) did not have other interests in the securities of the Company and its associated corporations within the meaning of Part XV of the SFO.

Ms. Wang Lihong (“ Ms. Wang”)

Ms. Wang, aged 56, was appointed as an independent non-executive Director in October 2020. Ms. Wang is the chairperson of the Remuneration Committee and the member of the Company’s Audit Committee, the Nomination Committee and the ESG Committee, and is primarily responsible for providing independent advice on the operations and management of the Group.

Since March 2022, Ms. Wang has been an independent non-executive director of DPC Dash Ltd, a company listed on the Stock Exchange (stock code: 1405). Ms. Wang served as the chairman of RISE Education Cayman Ltd, a company listed on the NASDAQ (Nasdaq: REDU) from January 2020 to June 2022. Since November 2019, Ms. Wang served as a non-executive director of Huifu Payment Limited, a company listed on the Main Board of the Stock Exchange in June 2018 with stock code of “1806” and delisted from the Stock Exchange in March 2021.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Ms. Wang has over 20 years of experience in the corporate management, finance and private equity industry. Ms. Wang received a bachelor degree of science from Fudan University (復旦大學) in the PRC in July 1990 and a master's degree in business administration from Columbia Business School in the United States in May 1999.

Ms. Wang has entered into an appointment letter with the Company for a term of three years subject to retirement by rotation pursuant to the requirements of the Articles of Association and the Listing Rules. Pursuant to the appointment letter, Ms. Wang is entitled to a director's fee of RMB200,000 per annum, which was determined with reference to the industry standards and the Company's remuneration policy.

As at the Latest Practicable Date, Ms. Wang held 150,965 Shares. In addition, as at the Latest Practicable Date, Ms. Wang held 30,000 shares of Sunac China, an associated corporation of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wang (i) did not hold any directorship in any other public companies listed in Hong Kong or overseas in the last three years or other major appointments or professional qualifications; (ii) did not hold any other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) did not have other interests in the securities of the Company and its associated corporations within the meaning of Part XV of the SFO.

In assessing the re-election of Ms. Wang as an independent non-executive Director, the Company has considered her overall contribution and service to the Company, and reviewed her expertise and professional qualifications to determine whether she satisfies the selection criteria under the nomination policy of the Company and the diversity aspects set out in the board diversity policy of the Company. The Nomination Committee considers that Ms. Wang has the reputation for integrity to act as a Director of the Company, and possesses broad and extensive experience and professional knowledge in the fields of management and finance to bring objective and unfettered independent judgement and valuable contributions to the Board.

The Company, having received the annual written confirmation of independence given by Ms. Wang pursuant to Rule 3.13 of the Listing Rules and taking into consideration the recommendations from the Nomination Committee, considers Ms. Wang to be independent of the Company.

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

Details of the Proposed Amendments are set out as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

Memorandum provisions before amendments	Memorandum provisions after amendments
4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Law (2020 Revision).	4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies <u>Act</u> Law (As Revised 2020 Revision).
8. The share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Law (2020 Revision) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.	8. The share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies <u>Act</u> Law (As Revised 2020 Revision) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.
9. The Company may exercise the power contained in the Companies Law (2020 Revision) to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.	9. The Company may exercise the power contained in the Companies <u>Act</u> Law (As Revised 2020 Revision) to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.

Article provisions before amendments	Article provisions after amendments
<p>Article 2(2)(f)</p> <p>references to any law, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in force;</p>	<p>Article 2(2)(f)</p> <p>references to any law, ordinance, statute, or <u>statutory provision or other applicable rules and regulations including but not limited to the Listing Rules</u> shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in force;</p>
<p>Article 149</p> <p>Subject to Article 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>	<p>Article 149</p> <p>Subject to Article 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>

Article provisions before amendments	Article provisions after amendments
<p>Article 150</p> <p>Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.</p>	<p>Article 150</p> <p>Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.</p>

Article provisions before amendments	Article provisions after amendments
<p>Article 151</p> <p>The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>	<p>Article 151</p> <p>The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's <u>website and/or the Designated Stock Exchange's website</u> computer network or in any other permitted manner (including by sending any form of electronic communication) <u>subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules,</u> and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>

Article provisions before amendments	Article provisions after amendments
<p>Article 158(1)</p> <p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</p> <p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</p>	<p>Article 158(1)</p> <p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</p> <p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force, <u>including, without limitation, the Listing Rules; with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</u></p>

Article provisions before amendments	Article provisions after amendments
<p>(f) by publishing it on the Company’s website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”); or</p> <p>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</p>	<p>(f) by publishing it on the Company’s website <u>and/or the Designated Stock Exchange’s website</u> to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force, <u>including, without limitation, the Listing Rules with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”); or</u></p> <p>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</p>
<p>Article 158(2)</p> <p>The notice of availability may be given by any of the means set out above other than by posting it on a website.</p>	<p>Article 158(2)</p> <p>This article will be deleted in its entirety.</p>
<p>Article 159(b)</p> <p>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p>	<p>Article 159(b)</p> <p>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent <u>or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations</u>; A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p>

Article provisions before amendments	Article provisions after amendments
<p>Article 159(c)</p> <p>if published on the Company’s website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;</p>	<p>Article 159(c)</p> <p>if published on the Company’s website <u>and/or the Designated Stock Exchange’s website</u>, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website <u>and/or the Designated Stock Exchange’s website, unless the Listing Rules specify a different date, in which case the deemed date of service shall be as provided or required by the Listing Rules;</u>to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;</p>
<p>Article 160(2)</p> <p>A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>	<p>Article 160(2)</p> <p>A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through <u>electronic means or</u> the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic address or</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an <u>electronic address or</u> address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>

NOTICE OF ANNUAL GENERAL MEETING



SUNAC SERVICES HOLDINGS LIMITED

融創服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01516)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Sunac Services Holdings Limited (the “**Company**”) will be held on Tuesday, 21 May 2024 at 10:00 a.m. at 3F, Conrad Tianjin, No. 46, Tianta Road, Nankai District, Tianjin, the PRC for the purpose of considering and, if thought fit, passing (with or without amendments in the case of the ordinary resolutions) the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2023.
2. To declare a final dividend of RMB14.3 cents per ordinary share for the year ended 31 December 2023.
3. (A) To re-elect Ms. Yang Man as executive director of the Company.
(B) To re-elect Mr. Gao Xi as non-executive director of the Company.
(C) To re-elect Ms. Wang Lihong as independent non-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.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company for the year ending 31 December 2024 and authorise the board of directors of the Company to fix its remuneration.
5. To consider and, if thought fit, to pass, with or without modification, 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

NOTICE OF ANNUAL GENERAL MEETING

powers of the Company to allot, issue or otherwise deal with additional shares in the capital 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 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 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 allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period 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 share option scheme of the Company or any other share 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 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 shares of the Company in issue as at the date of passing of this resolution and the 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; and
 - (2) 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

NOTICE OF ANNUAL GENERAL MEETING

(b) “**Rights Issue**” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (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 (the “**Stock Exchange**”) 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 under the Hong Kong Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the 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 shares of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“**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;
- and

NOTICE OF ANNUAL GENERAL MEETING

- (2) 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 passing of resolutions numbered 5(A) and 5(B) above, the general mandate to the directors of the Company pursuant to resolution numbered 5(A) 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 the resolution numbered 5(B), provided that such number of shares shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution.”

SPECIAL RESOLUTION

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

“**THAT:**

- (A) the second amended and restated memorandum of association and the third amended and restated articles of association of the Company (the “**Amended and Restated Memorandum and Articles of Association**”), which contains all the proposed amendments (the “**Proposed Amendments**”) as set out in Appendix III of the circular of the Company dated 29 April 2024 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 amended and restated memorandum of association and the second amended and restated articles of association of the Company with immediate effect; and
- (B) any director, registered office provider or company secretary of the Company be and is hereby authorised severally 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 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
Sunac Services Holdings Limited
Wang Mengde
Chairman

Hong Kong, 29 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Resolution numbered 5(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 5(A) and 5(B) are passed by the shareholders of the Company.
- (ii) 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/its. A proxy need not be a shareholder of the Company.
- (iii) 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 by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (iv) 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 certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting 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 and in such event, the proxy form shall be deemed to be revoked.
- (v) For the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the above meeting, the register of members of the Company will be closed from Thursday, 16 May 2024 to Tuesday, 21 May 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, all transfer of shares of the Company 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, no later than 4:30 p.m. on Tuesday, 14 May 2024.
- (vi) The transfer books and register of members will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, both days inclusive, in order to determine the entitlement of shareholders to receive the proposed final dividend, during which period no share transfers will be registered. For the purpose of determining the entitlement to the final dividend for the year ended 31 December 2023, all transfers of shares of the Company 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 Friday, 24 May 2024.
- (vii) In respect of each ordinary resolution numbered 3(A)-(C) above, Ms. Yang Man, Mr. Gao Xi and Ms. Wang Lihong shall retire at the above meeting and being eligible, have offered themselves for re-election. Details of the above retiring directors are set out in Appendix II to the accompanying circular of the Company dated 29 April 2024.
- (viii) In respect of the ordinary resolution numbered 5(A) above, approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (ix) In respect of ordinary resolution numbered 5(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 which they deem appropriate for the benefits of the shareholders of the Company. The explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the buy-back mandate to be granted to the directors of the Company to exercise the power of the Company to buy back its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanying circular of the Company dated 29 April 2024.

As at the date of this notice, the chairman of the Board and non-executive Director is Mr. Wang Mengde; the executive Directors are Ms. Cao Hongling and Ms. Yang Man; the non-executive Directors are Mr. Lu Peng and Mr. Gao Xi; and the independent non-executive Directors are Ms. Wang Lihong, Mr. Yao Ning and Mr. Zhao Zhonghua.