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銀城生活服務有限公司

YINCHENG LIFE SERVICE CO., LTD.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1922)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Yincheng Life Service CO., Ltd. (the “Company”) will be held on Tuesday, 18 June 2024 at 10:00 a.m. via electronic means to transact the following businesses:

1. To receive and consider the audited Financial Statements, the Reports of the Directors and the Independent Auditor for the year ended 31 December 2023.
2.
 - (i) To re-elect Mr. Li Chunling as an executive Director;
 - (ii) To re-elect Mr. Xie Chenguang as a non-executive Director;
 - (iii) To re-elect Mr. Yao Ning as a non-executive Director;
 - (iv) To re-elect Mr. Pan Xiaohu as a non-executive Director; and
 - (v) To authorise the Board of Directors to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as Auditor and to authorise the Board of Directors to fix its remuneration.
4. **“THAT:**
 - (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options and warrants or similar rights to subscribe for Shares or bonds and debentures or other securities convertible into Shares which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options and warrants or similar rights to subscribe for Shares or bonds and debentures or other securities convertible into Shares which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and
- (e) 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 the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company 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 jurisdiction applicable to the Company outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares 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 or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and
- (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 the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. **“THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

SPECIAL RESOLUTIONS

To, as special businesses, consider and, if thought fit, pass the following resolutions as special resolutions of the Company:

7. “**THAT**, subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Yincheng Life Service CO., Ltd.” to “Ruisen Life Service Co, Limited” and the dual foreign name of the Company in Chinese be changed from “銀城生活服務有限公司” to “瑞森生活服務有限公司” (the “Change of Company Name”), and **THAT** any director of the Company or the company secretary of the Company be hereby authorized to do all such acts and things, arrange for the requisite filings in the Cayman Islands and Hong Kong, and execute and deliver all such documents as he/she consider necessary, desirable or expedient for the purpose of giving effect to the Change of Company Name.”
8. “**THAT**, subject to the Change of Company Name becoming effective:
 - (a) the existing second amended and restated memorandum of association and articles of association of the Company (the “Second Amended and Restated Memorandum and Articles”) be amended in the manner as set out in Appendix III to the circular of the Company dated 27 May 2024;
 - (b) the third amended and restated memorandum and articles of association of the Company (the “Third Amended and Restated Memorandum and Articles”) in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and for identification purpose signed by the chairman of the meeting, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of the Second Amended and Restated Memorandum and Articles;
 - (c) any one director of the Company or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the proposed amendments and the adoption of the Third Amended and Restated Memorandum and Articles and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By order of the Board
Yincheng Life Service CO., Ltd.
Xie Chenguang
Chairman

Hong Kong, 27 May 2024

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.
2. All registered Shareholders will be able to attend and vote at the AGM via the e-meeting system. A user guide regarding the e-meeting system along with a set of designated login credentials, including the URL, login username and password to the e-meeting system will be sent to the Registered Shareholders by email or by post in due course. For corporate holders who wish to attend the AGM via e-meeting system, please call the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited on (852) 2153 1688.

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the HKSCC Nominees Limited), you should contact your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your shares are held (collectively the Intermediary) and instruct the Intermediary to appoint you as proxy or corporate representative to attend the AGM via the e-meeting system and in doing so, you will be asked to provide your email address. A user guide regarding the e-meeting system along with a set of designated login credentials, including the URL, login username and password to the e-meeting system will be emailed to you by Boardroom Share Registrars (HK) Limited in due course. For enquiries, please call the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited on (852) 2153 1688.

Shareholders will be able to submit their questions to the Company through the e-meeting system. If you wish to pose questions for the Company in advance of the AGM, these can be submitted to the Company in any event not less than 48 hours before the time of the meeting or any adjournment thereof by post to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, or by email to srinfo.hk@boardroomlimited.com.

3. A member of the Company entitled to attend and vote at the meeting via e-meeting system is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
4. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether personally or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
5. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, 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 fixed for holding of the meeting.

If you appoint a proxy, other than the Chairman of the meeting, a user guide regarding the e-meeting system along with a set of designated login credentials, including the URL, login username and password to the e-meeting system will be emailed to the email addresses of the proxies provided in the relevant forms of proxy by Boardroom Share Registrars (HK) Limited in due course.

The user ID and password details should only be used by the authenticated Shareholder/appointed proxy, and should not be shared with anyone else. If it is established that the user ID and password details are being used by someone other than the authenticated Shareholder, the Company reserves the right to revoke the respective user ID's access to the AGM and to reject the questions asked and votes originating from such user ID.

6. With respect to resolution numbered 2 of this notice, Mr. Li Chunling, Mr. Xie Chenguang, Mr. Yao Ning and Mr. Pan Xiaohu shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 27 May 2024.
7. As at the date of this notice, the executive directors of the Company are Mr. Li Chunling and Ms. Huang Xuemei; the non-executive directors of the Company are Mr. Xie Chenguang, Mr. Huang Qingping, Mr. Yao Ning and Mr. Pan Xiaohu; and the independent non-executive directors of the Company are Mr. Chow Siu Hang, Mr. Li Yougen and Mr. Mao Ning.