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If you are in 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 or transferred all your shares in Desun Real Estate Investment Services Group Co., Ltd., you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

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Desun Real Estate Investment Services Group Co., Ltd.

德商產投服務集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2270)

**(1) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE SHARES AND BUY BACK SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSED CHANGE OF AUDITORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Desun Real Estate Investment Services Group Co., Ltd. to be held at the Conference Room, 18th Floor, Block A, Desun International, No. 1480, North Section of Tianfu Avenue, High-tech Industrial Development Zone, Chengdu, China on Thursday, 27 June 2024 at 10:00 a.m. is set out on pages 17 to 22 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 website of the Stock Exchange (www.hkexnews.hk) and the Company (www.desunhui.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 10:00 a.m. on Tuesday, 25 June 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish.

5 June 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	4
Issue Mandate to Issue Shares and Extension Mandate	4
Buy-back Mandate to Buy Back Shares	4
Re-election of Retiring Directors	5
Change of Auditors	6
Notice of Annual General Meeting	7
Form of Proxy	7
Voting by Poll	7
Closure of Register of Members	8
Responsibility Statement	8
Recommendation	9
APPENDIX I — EXPLANATORY STATEMENT	10
APPENDIX II — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	13
NOTICE OF ANNUAL GENERAL MEETING	17

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at the Conference Room, 18th Floor, Block A, Desun International, No. 1480, North Section of Tianfu Avenue, High-tech Industrial Development Zone, Chengdu, China on Thursday, 27 June 2024 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 17 to 22 of this circular
“Board”	the board of Directors
“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 issued Shares as at the date of passing of the relevant resolution granting the Buy-back Mandate
“Companies Act”	the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Desun Real Estate Investment Services Group Co., Ltd. (德商產投服務集團有限公司) (formerly known as Desun Real Estate Investment Services Limited), an exempted company incorporated in the Cayman Islands with limited liability on 10 December 2020
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 issued Shares as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	5 June 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	17 December 2021, being the date on which dealings in the Shares first commenced on the Stock Exchange

DEFINITIONS

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company adopted and became effective on 21 June 2023, and as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“RMB”	the lawful currency of the People’s Republic of China
“Securities and Futures Ordinance” or “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 US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



Desun Real Estate Investment Services Group Co., Ltd.

德商產投服務集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2270)

Executive Directors:

Mr. Zhang Zhicheng (*Chairman*)
Mr. Yang Wen
Ms. Wan Hong
Mr. Liu Jun
Mr. Shao Jiazhen

Registered office:

190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Non-executive Director:

Mr. Zou Kang

*Head office and principal place
of business in the PRC:*

Room 1803, Block A
Desun International
No. 1480 North Section of
Tianfu Avenue High-tech
Industrial Development Zone
Chengdu
China

Independent Non-executive Directors:

Mr. Fang Liqiang
Mr. Chen Di
Mr. Yan Hong

Principal place of business in Hong Kong:

31/F., Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

5 June 2024

To the Shareholders,

Dear Sir or Madam

- (1) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE SHARES AND BUY BACK SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSED CHANGE OF AUDITORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the Issue Mandate to issue Shares, the Buy-back Mandate to buy back Shares and the extension mandate; (b) re-election of the retiring Directors; and (c) the proposed change of auditors of the Company.

ISSUE MANDATE TO ISSUE SHARES AND EXTENSION MANDATE

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the Issue Mandate to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, 620,259,200 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 124,051,840 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the Issue Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional value shall represent up to 10% of the number of issued Shares as at the date of passing the resolutions in relation to the Issue Mandate and Buy-back Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

BUY-BACK MANDATE TO BUY BACK SHARES

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

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed 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 at the Annual General Meeting.

The Buy-back Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the

LETTER FROM THE BOARD

Memorandum and Articles of Association or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 112 of the Memorandum and Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board will hold office only until the first annual general meeting of the Company after his/her appointment and be subject to re-election at such meeting, and shall then be eligible for re-election.

In accordance with article 108 of the Memorandum and Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Accordingly, Mr. Yang Wen (楊文), Mr. Fang Liqiang (方利強), Mr. Chen Di (陳滌) and Mr. Yan Hong (嚴洪) will hold office as the Directors until the Annual General Meeting and being eligible, offered themselves for re-election at the Annual General Meeting.

In determining the proposals to re-elect Mr. Fang Liqiang (方利強), Mr. Chen Di (陳滌) and Mr. Yan Hong (嚴洪) as independent non-executive Directors, the nomination committee of the Board (the “**Nomination Committee**”) and the Board have assessed and are satisfied of the independence of each of Mr. Fang Liqiang (方利強), Mr. Chen Di (陳滌) and Mr. Yan Hong (嚴洪) with the reference to the criteria set out in Rule 3.13 of the Listing Rules.

In addition, each of Mr. Fang Liqiang (方利強), Mr. Chen Di (陳滌) and Mr. Yan Hong (嚴洪) has extensive experiences and knowledge in finance, accounting and management, each of them would continue to provide related valuable and independent advice to the business development of the Company and contribute to diversity of the existing Board. Each of Mr. Fang Liqiang (方利強), Mr. Chen Di (陳滌) and Mr. Yan Hong (嚴洪) has actively participated in meetings of the Board and various Board committees. In accordance with the nomination policy of the Company as well as having taken into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and lengths of service) and the skill mix of the Board, with due regard for the benefits of diversity, as set out under the relevant board diversity policy of the Company, the Nomination Committee

LETTER FROM THE BOARD

and the Board are satisfied that each of Mr. Fang Liqiang (方利強), Mr. Chen Di (陳滌) and Mr. Yan Hong (嚴洪) has the required character, integrity and experience to fulfill the role of an independent non-executive Director and they would continue to provide related valuable and independent advice to the business development of the Company and contribute to the diversity of the existing Board. Accordingly, the Board, through the assessment and recommendation by the Nomination Committee, believes that each of Mr. Fang Liqiang (方利強), Mr. Chen Di (陳滌) and Mr. Yan Hong (嚴洪) would be able to devote sufficient time to fulfill his directorial duties, provide professional and independent views to the Company's affairs and is able to continue to fulfill his role as an independent non-executive Director. Therefore, the Board recommends Mr. Fang Liqiang (方利強), Mr. Chen Di (陳滌) and Mr. Yan Hong (嚴洪) for re-election at the AGM.

When considering and recommending the above retiring Directors to the Board for re-election at the AGM, the Nomination Committee has taken into account the criteria including but not limited to experience, expertise and time commitment to the Company's affairs as set out in the nomination policy of the Company, with due regard to the board diversity perspectives (including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) as set out in the diversity policy of the Board. The Nomination Committee has also considered that the relevant experience of Mr. Yang Wen (楊文), Mr. Fang Liqiang (方利強), Mr. Chen Di (陳滌) and Mr. Yan Hong (嚴洪) in different fields contributes to the diversity of the Board. Each retiring Director had abstained from discussion and voting at the meetings of the Board and/or the Nomination Committee regarding his re-election proposal.

In view of the above, the Board agreed with the Nomination Committee's recommendation for the proposed re-election of Mr. Yang Wen (楊文), Mr. Fang Liqiang (方利強), Mr. Chen Di (陳滌) and Mr. Yan Hong (嚴洪) at the AGM.

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

CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 5 June 2024 (the "**Announcement**") in relation to the proposed change of auditors.

As disclosed in the Announcement, having due consideration to audit fees, the Board proposed that Ernst & Young ("EY") will retire as auditors of the Company at the conclusion of the forthcoming AGM upon the expiration of its current term of office and will not be re-appointed as auditors of the Company at the forthcoming AGM.

EY has confirmed with the Company that there are no matters relating to its retirement that need to be brought to the attention of the Shareholders. The Board and the audit committee of the Board (the "**Audit Committee**") also confirmed that there was no disagreement between the Company and EY or other matters relating to the proposed change of auditors that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

The Audit Committee, having reviewed the credentials of BDO Limited (“BDO”), including its qualification and experience, considers that BDO possesses the essential audit experience to perform its duties as auditors of the Company.

With the recommendation from the Audit Committee, the Board resolved to appoint BDO as new auditors of the Company following the retirement of EY with effect from the conclusion of the forthcoming AGM and until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders at the forthcoming AGM.

The proposed appointment of BDO as auditors of the Company will be put forward for approval by the Shareholders by way of an ordinary resolution at the AGM.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 22 of this circular is the notice of the Annual General Meeting at which, ordinary resolutions will be proposed to Shareholders to consider and approve, among other things, the granting of the Issue Mandate to issue Shares, the Buy-back Mandate to buy back Shares and the extension mandate, the re-election of the retiring Directors and the change of auditors of the Company.

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 website of the Stock Exchange (www.hkexnews.hk) and the Company (www.desunhui.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 10:00 a.m. on Tuesday, 25 June 2024) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Save as disclosed in this circular, there is no Shareholder who has any material interest in the proposed resolutions at the AGM, and is therefore no Shareholders are required to abstain from voting on such resolutions.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules and article 72 of the Memorandum and Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of the Annual General Meeting will be taken by way of poll.

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

The trustees (the “**Trustee(s)**”) of the share award scheme of the Company adopted on 22 December 2023 and amended on 20 May 2024 (the “**Share Award Scheme**”) shall abstain from voting all unvested Shares held by each of them under the Share Award Scheme as at the Latest Practicable Date on any matter that require Shareholders’ approval under the Listing Rules unless otherwise required by law to vote in accordance with the beneficial owner’s direction and such a direction is given. Therefore, the Trustee(s) will abstain from voting on all resolutions to be proposed at the Annual General Meeting.

None of the Directors is a Trustee or has any direct or indirect interest in the Trustee(s).

CLOSURE OF REGISTER OF MEMBERS

In order to determine the identity of the Shareholders who are entitled to attend the AGM to be held on Thursday, 27 June 2024, the register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both days inclusive, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar, 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 4:30p.m. on Friday, 21 June 2024.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the Issue Mandate to issue Shares, the Buy-back Mandate to buy back Shares and the extension mandate, the re-election of the retiring Directors and the change of auditors of the Company are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

Desun Real Estate Investment Services Group Co., Ltd.

Zhang Zhicheng

Chairman, Chief Executive Officer and Executive Director

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

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 620,259,200 Shares of nominal value of US\$0.0001 each which have been fully paid. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Company will be allowed to buy back a maximum of 62,025,920 Shares which represent 10% of the number of issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required to be held by any applicable laws of Cayman Islands or the Memorandum and Articles of Association; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to buy back its 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 and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

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

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors believe that if the Buy-back Mandate is exercised in full, it may not have a material adverse impact on the working capital or gearing position of the Company, as compared with the 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. The Directors do not propose to exercise the Buy-back Mandate

to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

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

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands. Neither the explanatory statement as set out in this Appendix I nor the proposed share repurchase has any unusual features.

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

TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code because of any buy-back of Shares pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Ms. Zou Jian and Mr. Zou Kang are deemed to be interested in 389,673,000 Shares under the SFO, representing approximately 62.82% of the issued Shares. 17,280,000 Shares were held by Pengna Holding Limited, which is a company wholly owned by Ms. Zou Jian. In addition, 372,393,000 Shares were held by Sky Donna Holding Limited, which is a company wholly owned by Mr. Zou Kang. As Mr. Zou Kang and Ms. Zou Jian entered into a concert parties confirmatory deed on 11 May 2021, they are deemed to be interested in a total of 389,673,000 Shares. If the Directors should exercise in full the Buy-back Mandate, Ms. Zou Jian's and Mr. Zou Kang's interests in the Company will be increased to approximately 69.80% of the issued Shares.

In the opinion of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Accordingly, the Directors are not aware of any other consequences which arise under the Takeovers Code as a result of any buy-back of its Shares by the Company.

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

SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the 12 calendar months immediately precedent, and up to the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2023		
June	1.30	0.84
July	1.30	1.14
August	1.38	1.10
September	1.34	1.06
October	1.33	1.06
November	1.30	1.10
December	1.28	1.09
2024		
January	1.41	1.09
February	1.40	1.12
March	1.28	1.14
April	1.24	1.06
May	1.26	1.08
June (up to and including the Latest Practicable Date)	1.25	1.10

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.

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

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules). Save as disclosed herein, each of the following Directors has confirmed that there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Yang Wen (楊文), aged 40, is an executive Director and the chief financial officer of the Company. He joined the Company in April 2021 as the deputy director of the financial management center of the Company, at which he is responsible for the overall financial affairs of the Company. Mr. Yang has appointed as an executive Director on 1 March 2024 and has served as the chief financial officer of the Company since 30 August 2023, and he also serves as a supervisor of Chengdu Shengcheng City Management Service Co., Ltd* (成都晟城城市管理服務有限公司), an indirect wholly owned subsidiary of the Company. Prior to joining the Company, Mr. Yang served as a chief financial officer of the proposed listing segment of USUNHOME Group Co., Ltd.* (域上和美集團有限公司), a company which is principally engaged in cultural tourism and creative industries, from January 2017 to December 2020. Mr. Yang was responsible for the financial matters related to listing. From August 2009 to December 2016, Mr. Yang worked at Honghua Group Co., Ltd. (宏華集團有限公司) (Stock Code: 0196), a company listed on the Stock Exchange principally engaged in oil and gas exploration and development equipment manufacturing and drilling engineering services. He served on various positions including the assistant of the group's chief financial officer which he was responsible for the company's group financing, credit granting, capital management and financial budgeting. Mr. Yang worked as a manager of the internal audit department of Sime Darby Berhad (森那美集團) from January 2009 to July 2009. Mr. Yang also worked at KPMG in China from August 2006 to November 2008, where he served on various positions among which his last position was assistant manager. Mr. Yang obtained a bachelor's degree in accounting management and minor in transportation and logistics economics from the University of International Business and Economics. Mr. Yang is a certified public accountant and holds the qualification certificate for serving as the secretary to the board of directors issued by the Shenzhen Stock Exchange.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The Company and Mr. Yang have entered into a service contract for an initial term of three years commencing from 1 March 2024, until terminated by not less than one month's notice in writing served by either party on the other. Mr. Yang is entitled to a salary under his existing employment contract with the Group. Under such existing employment contract, Mr. Yang is entitled to an annual salary of RMB450,000. Mr. Yang may receive share based incentives in addition to his normal remuneration, such awards being entirely in the discretion of the Board and dependent on certain factors, including but not limited to the operating results and requirements of the Group. Mr. Yang's remuneration has been determined by the Board with reference to his duties and responsibilities to the Group.

As at the Latest Practicable Date, Mr. Yang Wen was deemed to be interested in an aggregate of 1,550,648 Shares, representing approximately 0.25% of the total number of issued Shares, which shall be vested to him upon full vesting of the awarded shares granted to him, subject to the terms of grant of the Share Award Scheme.

Mr. Fang Liqiang (方利強), aged 56, is an independent non-executive Director. He was appointed as an independent non-executive Director on 22 November 2021. Mr. Fang Liqiang is responsible for providing independent advice and judgement to the Board.

Mr. Fang Liqiang has more than 21 years of experience in corporate and business management. From April 1996 to September 2012, Mr. Fang Liqiang served as the chairman and general manager of Zhejiang Orient Municipal Landscape Engineering Co. Ltd. (浙江東方市政園林工程有限公司), currently known as Chengbang Ecological Environment Co., Ltd (誠邦生態環境股份有限公司), a company whose scope of business includes landscape engineering construction, where he was responsible for the daily operations of the company. From September 2012 to February 2019, Mr. Fang Liqiang served as the chairman and general manager of Chengbang Ecological Environment Co., Ltd (誠邦生態環境股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603316.SH). Since February 2019, Mr. Fang Liqiang has been serving as the chairman of the board of Chengbang Ecological Environment Co., Ltd (誠邦生態環境股份有限公司) (stock code: 603316.SH).

Mr. Fang Liqiang obtained a diploma from Zhejiang School of Finance and Economics (浙江財經學院) (currently known as Zhejiang University of Finance and Economics (浙江財經大學)) in the PRC majoring in accounting in July 1990. He subsequently obtained a master's degree in business administration from Peking University in the PRC in July 2016. Mr. Fang Liqiang was accredited by Zhejiang Province Personnel Department (浙江省人事廳) (currently known as Zhejiang Province Human Resources and Social Security Department (浙江省人力資源和社會保障廳)) as (i) a senior economist in December 2007, and (ii) a senior engineer in the field of landscape engineering in December 2008.

Mr. Fang Liqiang has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date and shall continue thereafter until terminated by not less than one month's notice in writing served by either party on the

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

other. He is entitled to an annual remuneration of RMB100,000 which is determined by the Board with reference to his duties and responsibilities with the Company and prevailing market conditions.

Mr. Chen Di (陳滌), aged 47, is an independent non-executive Director. He was appointed as an independent non-executive Director on 22 November 2021. Mr. Chen Di is responsible for providing independent advice and judgement to the Board.

Mr. Chen Di has over 21 years of extensive experience in the finance industry and 15 years of which were spent in senior management teams. Since May 2020, Mr. Chen Di has been serving as a non-executive director of China Shandong Hi-Speed Financial Group Limited, a company listed on the Stock Exchange (stock code: 00412.HK). Mr. Chen Di joined Harvest Global Capital Investments Limited (嘉實國際投資有限公司) since May 2005, and had over the years served as the general manager of the Guangzhou office between May 2005 and September 2008; the South China regional head and director of wealth management operation between September 2008 and December 2010; the director of channel development and the director of wealth management operation between January 2011 and May 2014; and the chief marketing officer between May 2014 and January 2016. Since February 2016, Mr. Chen Di has served as the chief executive officer of Harvest Global Capital Investments Limited.

Mr. Chen Di received his bachelor's degree in finance from Jinan University (暨南大學) in the PRC in June 1998 and subsequently obtained an executive master of business administration (EMBA) degree from PBCSF Tsinghua University (清華五道口金融學院) in the PRC in July 2019.

Mr. Chen Di has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date and shall continue thereafter until terminated by not less than one month's notice in writing served by either party on the other. He is entitled to an annual remuneration of RMB100,000 which is determined by the Board with reference to his duties and responsibilities with the Company and prevailing market conditions.

Mr. Yan Hong (嚴洪), aged 50, is an independent non-executive Director. He was appointed as an independent non-executive Director on 22 November 2021. Mr. Yan Hong is responsible for providing independent advice and judgement to the Board.

Mr. Yan Hong has extensive finance and accounting experience. For instance, from August 2001 to September 2010, Mr. Yan Hong had successively served various positions in Huaxia Bank (Chengdu Branch) (華夏銀行成都分行), including the head of finance division of the finance office of Chengdu Branch, the vice president of Chengdu Jinniu Sub-branch (成都金牛支行), the deputy general manager and subsequently the general manager of the finance department, member of the party committee and vice president of Chengdu Branch, and member of party committee and vice president of Nanning Branch. From June 2014 to April 2020, he served as the Sichuan regional senior managing director of Ping An Trust Co., Ltd. (平安信託有限責任公司).

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Yan Hong had also served as an independent non-executive director in a number of listed companies in the PRC in the past. From May 2016 to June 2019, he served as an independent non-executive director of Chengdu Hongqi Chain Co., Ltd. (成都紅旗連鎖股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002697.SZ). From July 2016 to June 2019, he served as an independent non-executive director of D&O Home Collection Co., Ltd. (帝歐家居股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002798.SZ).

In addition, Mr. Yan Hong is currently an independent non-executive director in a number of listed companies in the PRC. Since July 2016, he has been serving as an independent director of Pangang Group Vanadium & Titanium Resources Co., Ltd. (攀鋼集團釩鈦資源股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000629.SZ), where he was also the chairman of the audit committee. Since September 2017, he has been serving as an independent non-executive director of Chengdu Fusen Noble-House Industrial Co., Ltd. (成都富森美家居股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002818.SZ). Since November 2017, he has been serving as an independent non-executive director of Chengdu Gas Group Corporation Ltd. (成都燃氣集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603053.SH), where he was also the convener of the audit committee. Since March 2021, Mr. Yan Hong has been serving as an independent non-executive director of Tibet Mineral Development Co. Ltd (西藏礦業發展股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000762.SZ).

Mr. Yan Hong received his bachelor's degree in economics and his master's degree in applied economics from the School of Accounting of Southwestern University of Finance and Economics in the PRC in June 1997 and December 2002 respectively, and subsequently obtained his doctorate degree in financial management from the School of Accounting of Southwestern University of Finance and Economics in the PRC in June 2011.

Mr. Yan Hong has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date and shall continue thereafter until terminated by not less than one month's notice in writing served by either party on the other. He is entitled to an annual remuneration of RMB100,000 which is determined by the Board with reference to his duties and responsibilities with the Company and prevailing market conditions.

NOTICE OF ANNUAL GENERAL MEETING



Desun Real Estate Investment Services Group Co., Ltd.

德商產投服務集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2270)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Desun Real Estate Investment Services Group Co., Ltd. (the “**Company**”) will be held at the Conference Room, 18th Floor, Block A, Desun International, No. 1480, North Section of Tianfu Avenue, High-tech Industrial Development Zone, Chengdu, China on Thursday, 27 June 2024 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) and auditor of the Company for the year ended 31 December 2023.
2. To re-elect the following retiring Directors:
 - i. Mr. Yang Wen as an executive Director;
 - ii. Mr. Fang Liqiang as an independent non-executive Director;
 - iii. Mr. Chen Di as an independent non-executive Director;
 - iv. Mr. Yan Hong as an independent non-executive Director;
 - v. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To appoint BDO Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:
 - (A) “**THAT:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of

NOTICE OF ANNUAL GENERAL MEETING

the Company (the “**Shares**”) 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) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Memorandum and Articles of Association of the Company; or
 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:
 - (a) 20% of the total number of issued Shares as at the date of passing this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of Shares bought back by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued Shares as at the date of passing resolution numbered 4(B)),

and the approval of paragraph (i) above shall be limited accordingly;
and

(iv) for the purpose of this resolution:

- (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the memorandum and articles of association of the Company to be held; and
 - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and
- (b) “Rights Issue” means an offer of Shares or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(B) **“THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the 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 to be bought back pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

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

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

- (C) **“THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued Shares which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued Shares bought

NOTICE OF ANNUAL GENERAL MEETING

back by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued Shares as at the date of passing of the said resolutions.”

By order of the Board
Desun Real Estate Investment Services Group Co., Ltd.
Zhang Zhicheng
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 5 June 2024

Registered office:
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Principal place of business in Hong Kong:
31/F., Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

*Head office and principal place
of business in the PRC:*
Room 1803, Block A
Desun International
No. 1480 North Section of
Tianfu Avenue High-tech
Industrial Development Zone
Chengdu
China

Notes:

- (i) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that resolutions numbered 4(A) and 4(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 one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (iii) Where there are joint registered holders of any Shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iv) In order to be valid, the completed form of proxy must be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. before 10:00 a.m. on Tuesday, 25 June 2024) or any adjournment thereof (as the case may be). 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.

NOTICE OF ANNUAL GENERAL MEETING

- (v) The register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both days inclusive, in order to determine the identity of the shareholders who are entitled to attend the AGM to be held on Thursday, 27 June 2024, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, 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, 21 June 2024.
- (vi) In respect of the resolution numbered 2 above, Mr. Yang Wen (楊文), Mr. Fang Liqiang (方利強), Mr. Chen Di (陳滌) and Mr. Yan Hong (嚴洪) shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above retiring directors are set out in Appendix II to the circular dated 5 June 2024.
- (vii) In respect of the resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of resolution numbered 4(B) above, the Directors wish to state that they will exercise the power conferred by the general mandate to buy back Shares in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the purchase by the Company of its own Shares is set out in Appendix I to the circular dated 5 June 2024.

As at the date of this notice, the executive Directors are Mr. Zhang Zhicheng, Mr. Yang Wen, Ms. Wan Hong, Mr. Liu Jun and Mr. Shao Jiazhen, the non-executive Director is Mr. Zou Kang, and the independent non-executive Directors are Mr. Fang Liqiang, Mr. Chen Di and Mr. Yan Hong.