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, a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhenro Services Group 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, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Zhenro正荣服务

Zhenro Services Group Limited
正榮服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6958)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

Unless the context otherwise requires, capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular. A notice convening the AGM of the Company to be held at 2/F, Building 7, Hongqiao Zhenro Center, 666 Shenhong Road, Minhang District, Shanghai, PRC on Friday, 26 June 2026 at 3:00 p.m. is set out on pages 16 to 17 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Shareholders who intend to appoint a proxy to attend the AGM shall complete and sign 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 AGM (i.e. 3:00 p.m. on Wednesday, 24 June 2026) or not less than 48 hours before the time appointed for the holding of any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) if you so wish.

29 April 2026

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

"AGM"	the annual general meeting of the Company to be held at 2/F, Building 7, Hongqiao Zhenro Center, 666 Shenhong Road, Minhang District, Shanghai, PRC on Friday, 26 June 2026 at 3:00 p.m. or any adjournment thereof
"Board"	the board of Directors
"Cayman Islands Companies Act" or "Companies Act"	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
"Company"	Zhenro Services Group Limited, an exempted company incorporated in the Cayman Islands with limited liability on 17 December 2018, whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 6958)
"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
"Latest Practicable Date"	21 April 2026, 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"	10 July 2020, the date on which the Shares first commenced trading on the Main Board of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Memorandum"	the memorandum of association of the Company as amended, modified or otherwise modified from time to time
"PRC"	the People's Republic of China

"RMB"	Renminbi, the lawful currency of the People's Republic of China
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) in the share capital of the Company with nominal value of US$0.002 each
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"US$"	United States dollar, the lawful currency of the United States of America
"Zhenro Properties"	Zhenro Properties Group Limited (正榮地產集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 21 July 2014, whose shares are listed on the Stock Exchange (stock code: 6158)
"%"	per cent

Zhenro Services Group Limited
正榮服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6958)

Executive Directors:
Mr. Deng Li *(Chief Executive Officer)*
Mr. Wang Wei

Non-executive Director:
Mr. Liu Weiliang *(Chairman)*
Mr. Wang Zhiming

Independent Non-executive Directors:
Ms. Wei Qin
Mr. Zheng Yilei
Mr. Xu Mo

Registered Office:
Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Principal Place of Business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

29 April 2026

To the Shareholders

Dear Sir or Madam:

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give Shareholders the relevant information in respect of the resolutions to be proposed at the AGM for the Shareholders to approve, amongst others, the re-election of the retiring Directors.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 112 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a vacancy or as an additional Director, provided that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders at the general

meeting. Any Director appointed by the Board to the existing Board shall hold office only until the next annual general meeting and is eligible for re-election. Accordingly, Mr. Zheng Yilei and Mr. Xu Mo who was appointed as independent non-executive Director on 1 September 2025 and 28 January 2026, respectively and Mr. Wang Zhiming who was appointed as non-executive Director on 1 July 2025 shall retire at the AGM, and be eligible, will offer himself for re-election.

In accordance with Article 108(a) of the 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. A retiring Director shall be eligible for re- election. Accordingly, Mr. Deng Li, Mr. Wang Wei and Ms. Wei Qin will retire and being eligible, has offered themselves for re-election at the AGM.

The nomination committee of the Company (the "**Nomination Committee**") has reviewed and assessed the background, expertise and experience of the retiring Directors, taking into account the Board Diversity Policy of the Company and a series of diversity factors including but not limited to professional experience, skills, knowledge, educational background, sex, age and race.

According to the "Decision on the Measure of Issuing a Warning Letter in relation to Wang Zhiming and Liu Pingshan" ([2023] No. 38) (《關於對王志明、劉平山採取出具警示函措施的決定》([2023]38號)) ("Warning Letter") published by Fujian Regulatory Bureau of China Securities Regulatory Commission (中國證券監督管理委員會福建監管局) (the "Fujian Regulatory Bureau of CSRC") in July 2023, the Fujian Regulatory Bureau of CSRC issued a warning letter to Mr. Wang where he was found in breach of Article 74 of Administrative Measures on Takeover of Listed Companies (Amended in 2014)* (《上市公司收購管理辦法》(2014年修訂)) (the "PRC Takeover Codes"). On April 17, 2019, through a proxy arrangement with Mr. Sun Shiqi (孫仕琪), Mr. Wang was delegated with the entire voting rights of Hong Kong Shantian International Investment Limited* (香港山田國際投資有限公司) ("Shantian International Company"). Shantian International Company was a controlling shareholder of Fujian Shantian Industrial Development Company Limited* (福建山田實業發展有限公司) ("Fujian Shantian Company"), which in turn was the controlling shareholder of Pingtan Fazhan Company. For the period from April 17, 2019 to April 16, 2020, part of the shares of Pingtan Fazhan Company held by Fujian Shantian Company were disposed of by the pledgee, Xiamen International Trust Company Limited* (廈門國際信託有限公司) ("Xiamen Trust"), resulting in a reduction of 2.82% of its shareholding in Pingtan Fazhan Company. As the reduction occurred within 12 months following the change of control of Pingtan Fazhan Company, it constituted a breach of Article 74 of the PRC Takeovers Code. As Mr. Wang was considered as one of the ultimate controlling shareholders at the time of the incident, the Fujian Regulatory Bureau of CSRC issued the Warning Letter to, among others, Mr. Wang and requested Mr. Wang to enhance his understanding of the relevant securities laws and regulations to avoid any future non-compliance events.

The Board and the nomination committee of the Board are of the view that the above incidents do not impugn the integrity or suitability of Mr. Wang to serve as a non-executive Director after taking into account of (i) the facts as stated; (ii) the Warning Letter did not indicate any direct involvement of Mr. Wang in the above incident; (iii) as confirmed by Mr. Wang, he did not involve in any fraud, theft, other type of dishonesty, and other matters concerning his character and integrity issue; (iv) as confirmed by Mr. Wang, the Warning Letter is a non-punitive regulatory measure implemented by the Fujian Regulatory Bureau of the CSRC, which does not constitute an administrative penalty or public censure under PRC laws, regulations or rules, or adversely affect his eligibility to serve as a director, supervisor or senior management member of any listed companies in the PRC; (v) he has attended trainings on the responsibilities and requirements of shareholders of listed companies; (vi) he has continued to serve as a director and a general manager of Pingtan Fazhan Company; and (vii) the ample expertise, skills and experience of Mr. Wang.

The Nomination Committee believes that Mr. Deng Li, Mr. Wang Wei, Mr. Wang Zhiming, Ms. Wei Qin, Mr. Zheng Yilei and Mr. Xu Mo who are proposed to be re-elected (collectively the "**Proposed Directors**") have extensive real estate industry experience in business and general management (including one or more of relevant experience in comprehensive management, brand improvement, business development, law, finance, auditing and accounting). The Proposed Directors, who worked as management members or directors of companies listed in Hong Kong, have considerable experience in corporate governance, auditing and financial reporting of listed companies. The Nomination Committee believes that the Proposed Directors are able to provide valuable opinions for the Company in terms of professional skills, knowledge and industry experience, and enable the Board to make balanced and thoughtful decisions in the interests of the Company.

The Nomination Committee has reviewed the time commitment of the retiring independent non-executive Directors and assessed their independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Considering Mr. Zheng Yilei's legal background and extensive experience in corporate legal practice, Mr. Xu Mo's legal background and substantial experience in the field of corporate law practice, and Ms. Wei Qin's professional experience in financial reporting and auditing, the Nomination Committee is satisfied that the continued service of Mr. Zheng Yilei, Mr. Xu Mo and Ms. Wei Qin as independent non-executive Directors of the Company will provide valuable advice for the business development of the Group and enable the Board to effectively perform its functions and implement its diversity policy.

The Nomination Committee has nominated and the Board has recommended Mr. Deng Li, Mr. Wang Wei, Mr. Wang Zhiming, Ms. Wei Qin, Mr. Zheng Yilei and Mr. Xu Mo to stand for re-election at the AGM.

The biographical details of the aforesaid retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of Shareholders to attend, speak and vote at the AGM, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the AGM, all share 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 not later than 4:30 p.m. on Monday, 22 June 2026. Shareholders whose names appear on the register of members of the Company on Friday, 26 June 2026, being the record date for the AGM, will be entitled to attend and vote at the AGM.

AGM AND VOTING ARRANGEMENT

Set out on pages 16 to 17 of this circular is the notice of AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the re-election of the retiring Directors.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Shareholders who intend to appoint a proxy to attend the AGM shall complete and sign the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the AGM (i.e. 3:00 p.m. on Wednesday, 24 June 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

All resolutions set out in this notice will be put to vote by way of poll pursuant to Rule 13.39(4) of the Listing Rules. Accordingly, each of the resolutions to be proposed at the AGM will be put to vote by way of poll, pursuant to Article 72 of the Articles of Association. An explanation of the detailed procedures of voting by poll will be provided to the Shareholders at the AGM. The Company will publish an announcement of the poll results on the websites of the Stock Exchange and the Company after the AGM in accordance with Rule 13.39(5) of the Listing Rules.

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 Group. 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.

RECOMMENDATION

The Directors believe that the proposed re-election of retiring Directors is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
Zhenro Services Group Limited
Liu Weiliang
Chairman

The details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM in accordance with the Articles of Association are set out below:

EXECUTIVE DIRECTORS

Mr. Deng Li (鄧歷) ("Mr. Deng"), aged 46, was appointed as an executive Director and chief executive officer on 1 July 2023. Mr. Deng has over 21 years of experience in corporate operation management, general management and other related matters. Mr. Deng joined Zhenro Properties, a company listed on the Stock Exchange (stock code: 6158), in June 2020 and had held various senior management positions within its subsidiaries. From June 2020 to February 2023, Mr. Deng served as a standing deputy manager and a general manager of Suzhou and Shanghai region for Zhenro Properties. From March 2023 to June 2023, he served as an assistant to President for Zhenro Properties, in charge of service quality.

Prior to joining Zhenro Properties, Mr. Deng held senior management related positions in various corporations. From July 2002 to February 2014, he had worked for Hopson Development Holdings* (合生創展集團) and successively served as the project manager in municipal company, project director in Northern China, and general manager in Regal Park in Northern China Company* (華北區域公司濱江帝景). From February 2014 to April 2020, he had worked for China Fortune Peacock City Residential Group* (華夏幸福孔雀城住宅集團) and successively served as the district general manager, and general manager of branch company.

In July 2002, Mr. Deng graduated from Hohai University with a bachelor's degree, and in March 2020, he graduated from Shanghai Jiao Tong University with a master's degree in management.

Mr. Deng has entered into a service contract with the Company for a term of three years commencing from 1 July 2023. As an executive Director of the Company, Mr. Deng receives an annual basic salary of RMB1,500,000 per annum and a discretionary bonus, to be determined by the Remuneration Committee with reference to his commitment, responsibilities, and performance as well as the Group's performance and prevailing market conditions. Mr. Deng will be subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company.

As at the Latest Practicable Date, Mr. Deng does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Deng does not hold any directorship in any other listed public company in the last three years preceding the Latest Practicable Date, and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company.

Save as disclosed above, to the best knowledge of the Board, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the re-election of Mr. Deng that need to be brought to the attention of the Shareholders of the Company.

Mr. Wang Wei (王威) ("Mr. Wang"), aged 44, was appointed as an executive Director on 1 July 2023. He joined Zhenro Commercial Management in March 2016 and has served as a general manager since. Since 30 June 2021, Zhenro Commercial Management has been a non-wholly owned subsidiary of the Company. In the meantime, Mr. Wang was promoted to be the Assistant to President of the Group. Prior to joining Zhenro Commercial Management, Mr. Wang held senior management related positions in various corporations. From August 2007 to July 2010, he served as a manager of investment promotion department for Beijing Seasons Place Shopping Centre Co., Ltd.* (北京金融街購物中心有限公司). From August 2010 to June 2014, he served as a manager of the investment promotion operation department for COFCO Properties (Tianjin) Co., Ltd.* (中糧地產(天津)有限公司). From July 2014 to February 2016, he served as the head of commercial property research department for Dalian Wanda Commercial Properties Co., Ltd.* (大連萬達商業地產股份有限公司).

In July 2003, Mr. Wang graduated from Heilongjiang Institute of Science and Technology with a bachelor's degree.

Mr. Wang has entered into a service contract with the Company for a term of three years commencing from 1 July 2023. As an executive Director of the Company, Mr. Wang receives an annual basic salary of RMB1,300,000 and a discretionary bonus per annum, which was determined by the Remuneration Committee with reference to his commitment, responsibilities, and performance as well as the Group's performance and prevailing market conditions. Mr. Wang will be subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company.

As at the Latest Practicable Date, Mr. Wang does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Wang does not hold any directorship in any other listed public company in the last three years preceding the Latest Practicable Date, and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company.

Save as disclosed above, to the best knowledge of the Board, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the re-election of Mr. Wang that need to be brought to the attention of the Shareholders of the Company.

NON-EXECUTIVE DIRECTOR

Mr. Wang Zhiming (王志明) ("Mr. Wang"), aged 55, was appointed as a non-executive Director on 1 July 2025. He is also a member of the Remuneration Committee. He has extensive experience in management and business development.

From January 1991 to December 1999, Mr. Wang served as an officer of Fuzhou Municipal Public Security Bureau* (福州市公安局). From December 1999 to June 2013, Mr. Wang served as an executive director of China Seven Star Shopping Limited* (中國七星購物有限公司) (a company listed on the Stock Exchange, stock code: 245, currently known as China Vered Financial Holding Corporation Limited* (中薇金融控股有限公司)), which was principally engaged in media shopping and advertising during his directorship. Since May 2014, Mr. Wang has been serving as a director and a general manager of Zhongfu Haixia (Pingtan) Development Company Limited* (中福海峽(平潭)發展有限公司) ("Pingtan Fazhan Company") (a company listed on the Shenzhen Stock Exchange, stock code: 000592, formerly known as Fujian Zhongfu Industrial Co., Ltd.* (福建中福實業股份有限公司), which was principally engaged in forestry, forest product processing and sales, tobacco and fertilizer trade, and timber trade.

According to the "Decision on the Measure of Issuing a Warning Letter in relation to Wang Zhiming and Liu Pingshan" ([2023] No. 38) (《關於對王志明、劉平山採取出具警示函措施的決 定》([2023]38 號)) ("Warning Letter") published by Fujian Regulatory Bureau of China Securities Regulatory Commission (中國證券監督管理委員會福建監管局) (the "Fujian Regulatory Bureau of CSRC") in July 2023, the Fujian Regulatory Bureau of CSRC issued a warning letter to Mr. Wang where he was found in breach of Article 74 of Administrative Measures on Takeover of Listed Companies (Amended in 2014)* (《上市公司收購管理辦法》(2014年修訂)) (the "PRC Takeover Codes"). On April 17, 2019, through a proxy arrangement with Mr. Sun Shiqi (孫仕琪), Mr. Wang was delegated with the entire voting rights of Hong Kong Shantian International Investment Limited* (香港山田國際投資有限公司) ("Shantian International Company"). Shantian International Company was a controlling shareholder of Fujian Shantian Industrial Development Company Limited* (福建山田實業發展有限公司) ("Fujian Shantian Company"), which in turn was the controlling shareholder of Pingtan Fazhan Company. For the period from April 17, 2019 to April 16, 2020, part of the shares of Pingtan Fazhan Company held by Fujian Shantian Company were disposed of by the pledgee, Xiamen International Trust Company Limited* (廈門國際信託有限公司) ("Xiamen Trust"), resulting in a reduction of 2.82% of its shareholding in Pingtan Fazhan Company. As the reduction occurred within 12 months following the change of control of Pingtan Fazhan Company, it constituted a breach of Article 74 of the PRC Takeovers Code. As Mr. Wang was considered as one of the ultimate controlling shareholders at the time of the incident, the Fujian Regulatory Bureau of CSRC issued the Warning Letter to, among others, Mr. Wang and requested Mr. Wang to enhance his understanding of the relevant securities laws and regulations to avoid any future non-compliance events.

The Board and the nomination committee of the Board are of the view that the above incidents do not impugn the integrity or suitability of Mr. Wang to serve as a non-executive Director after taking into account of (i) the facts as stated; (ii) the Warning Letter did not indicate any direct involvement of Mr. Wang in the above incident; (iii) as confirmed by Mr. Wang, he did not involve in any fraud, theft, other type of dishonesty, and other matters concerning his character and integrity issue; (iv) as confirmed by Mr. Wang, the Warning Letter is a non-punitive regulatory measure implemented by the Fujian Regulatory Bureau of the CSRC, which does not constitute an administrative penalty or public censure under PRC laws, regulations or rules, or adversely affect his eligibility to serve as a director, supervisor or senior management member of any listed companies in the PRC; (v) he has attended trainings on the responsibilities and requirements of shareholders of listed companies; (vi) he has continued to serve as a director and a general manager of Pingtan Fazhan Company; and (vii) the ample expertise, skills and experience of Mr. Wang.

Mr. Wang obtained a master's degree in business management from Nanyang Technological University in June 2024.

As at the Latest Practicable Date, Shan Tian Investment Limited held 253,141,168 shares of the Company, representing 24.4% of its total number of issued shares. Mr. Wang was interested in 49% of the equity interest in Shan Tian Investment Limited and hence Mr. Wang was interested in 253,141,168 shares of the Company through a controlled corporation within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

Mr. Wang has entered into a service contract with the Company for a term of three years commencing from 1 July 2025, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Memorandum and Articles of Association of the Company. As an executive Director of the Company, Mr. Wang receives an annual basic salary of RMB150,000 and a discretionary bonus per annum, which was determined by the Remuneration Committee with reference to his commitment, responsibilities, and performance as well as the Group's performance and prevailing market conditions.

Save as disclosed above, Mr. Wang does not hold any directorship in any other listed public company in the last three years preceding the Latest Practicable Date, and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, to the best knowledge of the Board, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the re-election of Mr. Wang that need to be brought to the attention of the Shareholders of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Wei Qin (魏琴) ("Ms. Wei"), aged 46, was appointed as an independent non-executive Director on 31 December 2024. She is also the chairman of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee.

Ms. Wei is currently a partner at BDO China Shu Lun Pan Certificated Public Accountants LLP (立信會計師事務所(特殊普通合夥)), an expert in the Expert Pool for State-owned Capital Investment Consulting in Hangzhou (杭州市國有資本投資諮詢專家庫專家), and an instructor for postgraduate students in practice of Hangzhou Dianzi University (杭州電子科技大學) and Zhejiang Gongshang University (浙江工商大學). Prior to joining the Group, Ms. Wei has over 20 years of professional experience. From July 2002 to December 2003, she worked at Zhejiang Dongfang Certified Public Accountants (浙江東方會計師事務所). From January 2004 to the present, she has held various positions at BDO China Shu Lun Pan Certificated Public Accountants, including audit manager from January 2004 to October 2006, senior audit manager from November 2006 to May 2015, and audit partner since June 2015. Ms. Wei possesses extensive experience in the fields of auditing, IPOs, and restructuring.

Ms. Wei graduated from Hangzhou Electronic Industry College (杭州電子工業學院) in June 2002 with a Bachelor's degree in Management, and Zhejiang University (浙江大學) in September 2018 with a Master's degree in Engineering. Ms. Wei is a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

Ms. Wei has entered into a letter of appointment with the Company for a term of three years commencing from 31 December 2024, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Memorandum and Articles of Association of the Company. Pursuant to the service contract, Ms. Wei will be entitled to receive an annual remuneration (including salary, bonus and contributions to retirement benefits scheme) of approximately RMB150,000, which was determined by the Board and the Remuneration Committee with reference to Ms. Wei's qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions, and shall be subject to annual review by the Board and the Remuneration Committee.

As at the Latest Practicable Date, Ms. Wei does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Wei does not hold any directorship in any other listed public company in the last three years preceding the Latest Practicable Date, and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, to the best knowledge of the Board, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the re-election of Ms. Wei that need to be brought to the attention of the Shareholders of the Company.

Mr. Zheng Yilei (鄭屹磊) ("Mr. Zheng"), aged 46, was appointed as an independent non-executive Director of the Company on 1 September 2025. He is also a member of the Audit Committee and the Nomination Committee, and has extensive experience in corporate law practice.

From December 2003 to August 2006, Mr. Zheng served as a lawyer at King & Wood Mallesons Shanghai Office* (金杜律師事務所上海分所). From September 2006 to September 2008, Mr. Zheng served as a senior Chinese legal advisor at Jones Day Shanghai Office* (眾達律師事務所上海代表處). From September 2008 to August 2011, Mr. Zheng served as a senior associate at Fangda Partners Beijing Office* (方達律師事務所北京辦公室). From August 2011 to January 2018, Mr. Zheng served as a partner at Jingtian & Gongcheng* (競天公誠律師事務所). Since January 2018, Mr. Zheng has been serving as a partner at Tian Yuan Law Firm* (天元律師事務所). From May 2016 to August 2021, Mr. Zheng served as an independent non-executive director at MH Development Limited (美好發展集團有限公司) (formerly known as Fittec International Group Limited (奕達國際集團有限公司) and Camsing International Holding Limited (承興國際控股有限公司)), a company formerly listed on the Stock Exchange with stock code: 2662 and the listing of its shares has been canceled since 2 September 2021.

Mr. Zheng obtained a bachelor's degree in law from Peking University in 2001. He obtained an LL.M degree from the Transnational Law & Business University in 2003 and also an LL.M degree from the Law School of University of California, Berkeley in 2011.

Mr. Zheng has entered into a letter of appointment with the Company for a term of three years commencing from 1 September 2025, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Memorandum and Articles of Association of the Company. Pursuant to the service contract, Mr. Zheng will be entitled to receive an annual remuneration (including salary, bonus and contributions to retirement benefits scheme) of approximately RMB60,000, which was determined by the Board and the Remuneration Committee with reference to Mr. Zheng's qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions, and shall be subject to annual review by the Board and the Remuneration Committee.

As at the Latest Practicable Date, Mr. Zheng does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zheng does not hold any directorship in any other listed public company in the last three years preceding the Latest Practicable Date, and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, to the best knowledge of the Board, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the re-election of Mr. Zheng that need to be brought to the attention of the Shareholders of the Company.

Mr. Xu Mo (徐沫) ("Mr. Xu"), aged 40, was appointed as an independent non-executive Director of the Company on 28 January 2026. He is also the chairman of the Remuneration Committee, and has extensive experience in corporate law practice.

From September 2007 to May 2011, Mr. Xu served as an associate at Junhe Law Firm Shanghai Office* (君合律師事務所上海辦公室). From May 2011 to August 2014, Mr. Xu served as an associate at Fangda Partners Shanghai Office* (方達律師事務所上海辦公室). From May 2015 to August 2015, Mr. Xu served as a foreign exchange lawyer at the Seattle office of the law firm of K&L Gates. From September 2015 to April 2017, Mr. Xu served as a senior associate at Junhe Law Firm Beijing Office* (君合律師事務所北京辦公室). Since May 2017, Mr. Xu has been serving as a partner at Zhong Lun Law Firm Shanghai Office* (中倫律師事務所上海辦公室). 1 Mr. Xu obtained a bachelor's degree in law from Shanghai University of International Business and Economics in 2007. He obtained the master of Laws degree from University of California, Berkeley in 2015.

Mr. Xu obtained a bachelor's degree in law from Shanghai University of International Business and Economics in 2007. He obtained the master of Laws degree from University of California, Berkeley in 2015.

Mr. Xu has entered into a letter of appointment with the Company for a term of three years commencing from 28 January 2026, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Memorandum and Articles of Association of the Company. Pursuant to the service contract, Mr. Xu will be entitled to receive an annual remuneration (including salary, bonus and contributions to retirement benefits scheme) of approximately RMB60,000, which was determined by the Board and the Remuneration Committee with reference to Mr. Xu's qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions, and shall be subject to annual review by the Board and the Remuneration Committee.

As at the Latest Practicable Date, Mr. Xu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Xu does not hold any directorship in any other listed public company in the last three years preceding the Latest Practicable Date, and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, to the best knowledge of the Board, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the re-election of Mr. Xu that need to be brought to the attention of the Shareholders of the Company.

Zhenro Services Group Limited
正榮服務集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6958)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of Zhenro Services Group Limited (the "**Company**") will be held at 2/F, Building 7, Hongqiao Zhenro Center, 666 Shenhong Road, Minhang District, Shanghai, PRC on Friday, 26 June 2026 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the board (the "**Board**") of directors of the Company (the "**Directors**") and auditors of the Company for the year ended 31 December 2025.

2. To re-elect Mr. Deng Li as an executive Director.

3. To re-elect Mr. Wang Wei as an executive Director.

4. To re-elect Mr. Wang Zhiming as a non-executive Director.

5. To re-elect Ms. Wei Qin as an independent non-executive Director.

6. To re-elect Mr. Zheng Yilei as an independent non-executive Director.

7. To re-elect Mr. Xu Mo as an independent non-executive Director.

8. To authorize the Board to fix the remuneration of the Directors.

9. To re-appoint CCTH CPA Limited as the auditors of the Company and authorize the Board to fix its remuneration.

Yours faithfully,
By order of the Board
Zhenro Services Group Limited
Liu Weiliang
Chairman

29 April 2026

Notes:

(i) All resolutions set out in this notice will be put to vote by way of poll pursuant to Rule 13.39(4) of the Listing Rules. Accordingly, each of the resolutions to be proposed at the AGM will be put to vote by way of poll, pursuant to Article 72 of the Articles of Association. Article 79 of the Articles of Association provides that on a poll, every shareholder present in person or by proxy shall have one vote for each share registered in his/her name in the register. An explanation of the detailed procedures of voting by poll will be provided to the Shareholders at the AGM. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (https://www.zhenrosv.com).

(ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; 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 as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

(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 notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or not less than 48 hours before the time appointed for the holding of 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.

(v) For determining the entitlement of shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which period no share transfers can be registered. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificate(s) 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 not later than 4:30 p.m. on Monday, 22 June 2026. Shareholders whose names appear on the register of members of the Company on Friday, 26 June 2026, being the record date for the AGM, will be entitled to attend and vote at the AGM.

(vi) In respect of the respective ordinary resolutions numbered 2, 3, 4, 5, 6 and 7 above, Mr. Deng Li, Mr. Wang Wei, Mr. Wang Zhiming, Ms. Wei Qin, Mr. Zheng Yilei and Mr. Xu Mo shall retire and be eligible, will offer themselves for re-election at the AGM. Details of the retiring Directors are set out in Appendix I to the circular dated Wednesday, 29 April 2026.