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If you have sold or transferred all your shares in **Sundy Service Group Co. Ltd**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

SUNDY 宋服務

臻 享 幸 福 +

Sundy Service Group Co. Ltd
宋都服务集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9608)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF DIRECTORS AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Conference Room, 21st Floor, Caihejiaye Building, No. 19 Xintang Road, Shangcheng District, Hangzhou City, Zhejiang Province, PRC on Friday, 5 June 2026 at 3:00 p.m. is set out on pages 18 to 23 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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 later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so desire and in such event, the form of proxy previously submitted shall be deemed to have revoked.

30 April 2026

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Notice of the AGM 18

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

"AGM"	the annual general meeting of the Company to be convened and held at Conference Room, 21st Floor, Caihejiaye Building, No. 19 Xintang Road, Shangcheng District, Hangzhou City, Zhejiang Province, PRC on Friday, 5 June 2026 at 3:00 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 18 to 23 of this circular
"Articles of Association"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors
"BVI"	the British Virgin Islands
"Companies Act"	the Companies Act (As Revised) of the Cayman Islands, as amended, modified and supplemented from time to time
"Company"	Sundy Service Group Co. Ltd (宋都服务集团有限公司) (formerly known as SUNDY HUIDU LIMITED (宋都匯都有限公司)), incorporated in the Cayman Islands on 5 May 2017 as an exempted company with limited liability under the Companies Act
"Controlling Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules, including any person or group of persons who are entitled to exercise 30% or more of the voting power at the general meeting or are in a position to control the composition of a majority of the Board, which as at the Latest Practicable Date, refers to Mr. Yu and Sundy Heye
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate
"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 PRC
"Issue Mandate"	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with Shares in the manner as set out in the ordinary resolution numbered 5 of the notice of the AGM (as extended by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate pursuant to the ordinary resolution numbered 6 of the notice of the AGM)
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Yu"	Mr. Yu Jianwu (俞建午), one of the Controlling Shareholders
"Nomination Committee"	the nomination committee of the Company
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the ordinary resolution numbered 6 of the notice of the AGM
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	ordinary share(s) of US$0.00001 each in the share capital of the Company
"Share Option Scheme"	the share option scheme of the Company adopted by the Company on 21 December 2020
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Sundy Heye"	SUNDY HEYE LIMITED (宋都和業有限公司), a company incorporated in the BVI with limited liability on 21 March 2017, one of the Controlling Shareholders

"Sundy Land"	Sundy Land Investment Co., Ltd.* (宋都基業投資股份有限公司), a company established in the PRC with limited liability on 22 March 1999, an associate of the Controlling Shareholder, Mr. Yu, and is therefore our connected person
"Sundy Property"	Hangzhou Sundy Property Management Co., Ltd.* (杭州宋都物業經營管理有限公司) (formerly known as Hangzhou Shenye Sundy Property Management Co., Ltd.* (杭州深業宋都物業經營管理有限公司)), a company established in the PRC with limited liability on 8 January 1995, which is an indirect wholly-owned subsidiary of the Company
"Sundy Real Estate"	Hangzhou Sundy Real Estate Group Co., Ltd.* (杭州宋都房地產集團有限公司), a company established in the PRC with limited liability on 8 May 1996, which is a wholly-owned subsidiary of Sundy Land
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
"The Jianwu Yu's Trust"	a discretionary trust established by Mr. Yu with CMB Wing Lung (Trustee) Limited acting as trustee, the beneficiaries of which are Mr. Yu and his family members
"Treasury Shares"	Shares repurchased and held by the Company in treasury, as authorized by the laws of the Cayman Islands and in accordance with the Articles of Association
"%"	per cent

Unless expressly stated or the context otherwise requires:

- *all times refer to Hong Kong time and references to years in this circular are to calendar years;*
- *the terms "associate(s)", "close associate(s)", "connected person(s)", "core connected person(s)", "connected transaction(s)", "subsidiary(ies)" and "substantial shareholder(s)" shall have the meanings ascribed to such terms in the Listing Rules; and*
- *all data in this circular are as at the Latest Practicable Date.*

The English names of the PRC laws, rules, regulations, nationals, entities, governmental authorities, institutions, facilities, certificates and titles etc. mentioned in this circular, including those marked with "", are translations from their Chinese names and are for identification purpose only. If there is any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.*

臻 享 幸 福 +

Sundy Service Group Co. Ltd
宋都服务集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9608)

Executive Directors:
Ms. Yu Yun *(Chairman of the Board)*
Mr. Zhu Yihua *(Chief Executive Officer)*
Mr. Zhang Zhenjiang
Mr. Zhu Congyue

Independent non-executive Directors:
Ms. Ye Qian
Mr. Zhu Haoxian
Mr. Huang Enze

Registered office in the Cayman Islands:
Conyers Trust Company *(Cayman)* Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Headquarters and principal place of business in the People's Republic of China:
127, Hanghai Road
Shangcheng District
Hangzhou, Zhejiang province
People's Republic of China

Principal place of business in Hong Kong:
Units 1801-08 & 1810
18/F, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

30 April 2026

To the Shareholders,

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF DIRECTORS AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you information on the following resolutions proposed to be tabled at the AGM, so as to enable you to make an informed decision on the resolutions at the AGM.

The resolutions to be proposed at the AGM, include (i) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the proposed re-election of Directors.

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors:

(i) a general and unconditional mandate to issue, allot and deal with further Shares or sell or transfer Treasury Shares representing up to 20% of the aggregate number of Shares in issue (excluding Treasury Shares) as at the date of passing of the relevant resolution;

(ii) a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares up to a maximum of 10% of the aggregate number of Shares in issue (excluding Treasury Shares) as at the date of passing of the relevant resolution; and

(iii) subject to the passing of the above ordinary resolution of the Repurchase Mandate and the Issue Mandate, a general and unconditional mandate to extend the Issue Mandate to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate.

The Issue Mandate, the Repurchase Mandate and the Extension Mandate will lapse on the earliest of (a) the conclusion of the next annual general meeting, or (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable law of the Cayman Islands to be held, or (c) the date on which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders in a general meeting.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Repurchase Mandate is set out in Appendix I to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

Based on 3,840,000,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the AGM:

(i) subject to the passing of the proposed resolution granting the Issue Mandate to the Directors, the Company will be allowed under the Issue Mandate to issue up to a maximum of 768,000,000 Shares, representing 20% of the Shares in issue (excluding Treasury Shares) as at the Latest Practicable Date; and

(ii) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 384,000,000 Shares, representing 10% of the Shares in issue (excluding Treasury Shares) as at the Latest Practicable Date.

The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

PROPOSED RE-ELECTION OF DIRECTORS

According to Article 84(1) 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 a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Zhang Zhenjiang, Mr. Zhu Haoxian and Ms. Ye Qian shall retire at the AGM and they, being eligible, offer themselves for re-election at the AGM.

In respect of the re-election of Mr. Zhu Haoxian and Ms. Ye Qian as independent non-executive Directors, the Nomination Committee and the Board have followed the terms of reference of the Nomination Committee and the board diversity policy of the Company. The Nomination Committee evaluated and made recommendations to the Board based on, among others, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services of the corresponding independent non-executive Director.

The Nomination Committee and the Board believe that the educational background, work experience and cultural background of Mr. Zhu Haoxian and Ms. Ye Qian as set out in the Appendix II to this circular can bring contributions to the Board's diversity and will continue to bring valuable business experience, knowledge and professionalism to the Board.

In addition, each of Mr. Zhu Haoxian and Ms. Ye Qian has given to the Company confirmation of his/her independence in accordance with rule 3.13 of the Listing Rules. The Board is satisfied that each of Mr. Zhu Haoxian and Ms. Ye Qian has the required character and integrity. The Board, therefore, considers each of Mr. Zhu Haoxian and Ms. Ye Qian to be independent and believes he/she should be re-elected as an independent non-executive Director at the AGM.

In addition, the Nomination Committee had evaluated the performance and contribution of each of the retiring Directors during his/her tenure of office. With their satisfactory performance and contribution to the Group and given the extensive knowledge and experience of each of Mr. Zhang Zhenjiang, Mr. Zhu Haoxian and Ms. Ye Qian, the Nomination Committee and the Board believe that their re-election as Directors is in the best interests of the Company and the Shareholders, and therefore recommend to the Shareholders for their re-election at the AGM. Mr. Zhu Haoxian and Ms. Ye Qian, who are members of the Nomination Committee, abstained from discussion and voting at the Nomination Committee meeting regarding their nominations.

Biographical details of each of the Directors being subject to re-election are set out in Appendix II to this circular.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 1 June 2026 to Friday, 5 June 2026 (both days inclusive) during which period no transfer of Shares may be effected for the purpose of determining Shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant Share certificate(s) should be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 29 May 2026.

ACTIONS TO BE TAKEN

Set out on pages 18 to 23 of this circular is a notice convening the AGM at which resolutions will be proposed to approve, among other matters, the following:

(i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and

(ii) the re-election of Mr. Zhang Zhenjiang, Mr. Zhu Haoxian and Ms. Ye Qian as Directors.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying 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 practicable and in any event not later than 48 hours before the time for holding the AGM 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 or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to have revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

An announcement on the poll results will be made by the Company after the AGM.

RECOMMENDATIONS

The Directors consider that the proposals regarding the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

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.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully
By order of the Board
Sundy Service Group Co. Ltd
Yu Yun
Chairman of the Board

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has unusual features.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 3,840,000,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no new Shares are issued and no Shares are repurchased for the period from the Latest Practicable Date up to and including the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 384,000,000 Shares, representing 10% of the issued share capital of the Company (excluding Treasury Shares) as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium before the Shares are repurchased. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled and/or held as Treasury Shares, but the aggregate amount of authorised share capital would not be reduced.

5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2025, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

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

	Highest	Lowest
	HK$	*HK$*
2025		
April	0.110	0.081
May	0.120	0.086
June	0.118	0.090
July	0.130	0.093
August	0.123	0.100
September	0.107	0.088
October	0.099	0.079
November	0.084	0.066
December	0.086	0.060
2026		
January	0.072	0.050
February	0.063	0.042
March	0.057	0.048
April (up to the Latest Practicable Date)	0.058	0.045

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

8. CORE CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by the Shareholders at the AGM.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued Shares:

Name	**Capacity/ Nature of interest**	**Number of Shares (L)[1]**	**Percentage of existing shareholding[2]**	**Approximate percentage of shareholding if the Repurchase Mandate is exercised in full**
Mr. Yu[3]	Settlor of a trust	2,280,000,000	59.38%	65.97%
CMB Wing Lung (Trustee) Limited ("**CMB Wing Lung**")[3]	Trustee	2,280,000,000	59.38%	65.97%
Success Base Group Limited ("**Success Base**")[3]	Interest of a controlled corporation	2,280,000,000	59.38%	65.97%
Sundy Heye[3]	Beneficial owner	2,280,000,000	59.38%	65.97%
Wang Xiangyu* (王翔宇)[4]	Interest of a controlled corporation	307,190,000	8.00%	8.89%
Shanghai Mingjin International Trade Co., Ltd.* (上海明堇國際貿易有限公司) ("**Shanghai Mingjin International**")[4]	Interest of a controlled corporation	307,190,000	8.00%	8.89%
Shanghai Mingjin New Energy Development Co., Ltd.* (上海明堇新能源開發有限公司) ("**Shanghai Mingjin New Energy**")[4]	Interest of a controlled corporation	307,190,000	8.00%	8.89%

Name	Capacity/ Nature of interest	Number of Shares (L)[1]	Percentage of existing shareholding[2]	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Fuyang Mingjin New Energy Development Co., Ltd.* (阜陽明堇新能源開發有限公司) ("**Fuyang Mingjin New Energy**")[4]	Beneficial owner	307,190,000	8.00%	8.89%
Lin Mingqing (林明清)[5]	Interest of a controlled corporation	300,000,000	7.81%	8.68%
Southeast Ming and Qing Supply Chain (Xiamen) Co., Ltd.* (東南明清供應鏈(厦門)有限公司) ("**Southeast Xiamen**")[5]	Interest of a controlled corporation	300,000,000	7.81%	8.68%
Southeast Ming Qing Supply Chain (Fuyang) Co., Ltd.* (東南明清供應鏈(阜陽)有限公司) ("**Southeast Fuyang**")[5]	Beneficial owner	300,000,000	7.81%	8.68%

Notes:

(1) The letter "L" denotes the person's long positions in the Shares.

(2) The percentage of shareholding was calculated based on the total issued share capital of 3,840,000,000 Shares as at the Latest Practicable Date.

(3) Sundy Heye is wholly owned by Success Base, which is indirectly wholly owned by CMB Wing Lung. CMB Wing Lung is the trustee of The Jianwu Yu's Trust, which holds the entire issued share capital in Sundy Heye through its nominee companies on trust for the benefit of Mr. Yu and his family members.

(4) Fuyang Mingjin New Energy was wholly owned by Shanghai Mingjin New Energy, which was in turn wholly owned by Shanghai Mingjin International, and Shanghai Mingjin International was owned as to 90% by Wang Xiangyu. Accordingly, Shanghai Minjin New Energy, Shanghai Mingjin International and Wang Xiangyu are therefore be deemed or taken to be interested in the Shares in which Fuyang Mingjin New Energy is interested pursuant to the SFO.

(5) Southeast Fuyang was wholly owned by Southeast Xiamen, which was in turn owned as to 90% by Lin Mingqing. Accordingly, Southeast Xiamen and Lin Mingqing are therefore be deemed or taken to be interested in the Shares in which Southeast Fuyang is interested pursuant to the SFO.

On the basis of 3,840,000,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchases of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, if the Repurchase Mandate were exercised in full, the shareholding in the Company of Sundy Heye would be increased from approximately 59.38% to approximately 65.97% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25% of the total issued share capital of the Company (excluding Treasury Shares).

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares for the period during the last six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Set out below are the biographical details of the retiring Directors, who being eligible, would offer themselves for re-election at the AGM.

Mr. Zhang Zhenjiang (張振江) ("Mr. Zhang"), aged 60, is an executive Director. He was appointed as an executive Director on 4 July 2023.

Mr. Zhang has over 35 years of experience in geological exploration and geotechnical engineering. From December 1995 to December 2005, Mr. Zhang worked as a geotechnical engineer in the Second Brigade of the Golden Armed Police Force of China* (中國人民武裝警察部隊黃金二總隊). From May 2006 to June 2006, he worked as a chief geotechnical engineer at the Xiamen Geological Exploration Institute, headquarters of Zijin Mining Group Co., Ltd.* (紫金礦業集團股份有限公司). From July 2006 to May 2007, Mr. Zhang worked as a director of geological exploration department of Dixu gold mine of Zijin Mining Group Co., Ltd.* (紫金礦業集團股份有限公司) in Guangnan County, Yunnan Province, China. From June 2007 to May 10, 2010, he worked as a chief geotechnical engineer in Guangnan Longxing Mining Industry Co., Ltd.* (文山州隆興礦業有限公司). From May 2010 to December 2014, he worked as a chief engineer in Beijing Huahui International Mining Investment Development Co., Ltd.* (北京華匯國際礦業投資開發有限公司). From January 2015 to December 2017, Mr. Zhang worked as a chief engineer of Qinglong Manchu Autonomous County Xinlei Mining Development Co., Ltd.*(青龍滿族自治縣鑫磊礦業開發有限公司). From January 2018 to December 2019, he worked as a supervisor engineer of geological exploration at Shandong Zhaojin Geological Exploration Co., Ltd.* (山東招金地質勘查有限公司). From January 2020 to December 2022, he conducted geological due diligence works in Zimbabwe, Indonesia, Laos, Mongolia and several other countries. Since June 2023, Mr. Zhang has been worked as a chief geotechnical engineer in Gongji Rundao Investment Co., Ltd.* (共濟潤道投資有限公司).

Mr. Zhang graduated from Changchun Metallurgical Geological Vocational School* (長春冶金地質專科學校) with a major in geological exploration in July 1987.

Mr. Zhang is currently an engineer registered by National Bureau of Metallurgical Industry* (國家冶金工業局) (formerly known as Ministry of Metallurgical Industry of the People's Republic of China* (中華人民共和國冶金工業部)).

Mr. Zhang entered into a service contract with the Company for a term of three years commencing on 4 July 2023, subject to termination by either party giving three months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Zhang shall be entitled to an annual director's fee of RMB1.00.

The remuneration committee of the Company (the "**Remuneration Committee**") will review and determine Mr. Zhang's remuneration and compensation packages with reference to his responsibilities, workload, the time devoted to the Group and the performance of the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Zhang required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to his re-election that need to be brought to the attention of the Shareholders.

Mr. Zhu Haoxian (朱浩賢) ("Mr. Zhu"), aged 30, was appointed as an independent non-executive Director to the Board on 4 January 2024. He is mainly responsible for providing independent judgement and supervision to the Board. He has over 5 years of experience in film-making and playwriting. From April 2018 to April 2020, he was an independent script supervisor, screenplay writer and director. Since March 2023, he has been the executive director and general manager of Hangzhou Youshouhaoxian Culture Media Co., Ltd.* (杭州佑守浩賢文化傳媒有限公司).

Mr. Zhu graduated from University of San Diego in August 2018 with bachelor degrees of arts and business administration and further obtained a master degree of fine arts from the New York Film Academy in September 2020.

Mr. Zhu entered into a letter of appointment with the Company for a term of three years commencing on 4 January 2024, subject to termination by either party giving one month's written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Zhu shall be entitled to an annual director's fee of HKD120,000.

The remuneration of Mr. Zhu is determined by the Remuneration Committee and approved by the Board with reference to his position, time commitment, responsibilities, the remuneration policy of the Company as well as prevailing market conditions. He has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhu (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Zhu required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to his re-election that need to be brought to the attention of the Shareholders.

Ms. Ye Qian (葉茜) ("Ms. Ye"), aged 40, is an independent non-executive Director. She was appointed to the Board on 24 November 2023. Ms. Ye is mainly responsible for providing independent judgement and supervision to the Board.

Ms. Ye has more than 16 years of experience in the fields of internal control and auditing. From September 2011 to September 2013, Ms. Ye served as a project manager in BDO China Shu Lun Pan Certified Public Accountants (LLP)* Beijing branch. From December 2014 to June 2018, she served as department manager in Beijing Xinghua Certified Public Accountants (LLP)* ("**Xinghua**") Tianjin Branch, and further served as a partner in Beijing Headquarters of Xinghua. Since June 2018, Ms. Ye has been the head of Zhongjianhua Certified Public Accountants Limited* Tianjin Branch. Since September 2023, Ms. Ye has been an independent director of Guangdong Gaole Group Co., Ltd. (廣東高樂股份有限公司), a children products design and production company listed on the Shenzhen Stock Exchange (stock code: 002348).

Ms. Ye graduated from Nankai University in January 2009 with bachelor's degrees in law and management. Ms. Ye is currently a certified accountant registered with the Chinese Institute of Certified Public Accountants.

Ms. Ye entered into a letter of appointment with the Company for a term of three years commencing on 24 November 2023, subject to termination by either party giving one month's written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Ms. Ye shall be entitled to an annual director's fee of HKD120,000.

The remuneration of Ms. Ye is determined by the Remuneration Committee and approved by the Board with reference to her position, time commitment, responsibilities, the remuneration policy of the Company as well as prevailing market conditions. She has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ye (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Ms. Ye required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to her re-election that need to be brought to the attention of the Shareholders.

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Sundy Service Group Co. Ltd
宋都服务集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9608)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Sundy Service Group Co. Ltd (the "**Company**") will be held at Conference Room, 21st Floor, Caihejiaye Building, No. 19 Xintang Road, Shangcheng District, Hangzhou City, Zhejiang Province, PRC on Friday, 5 June 2026 at 3:00 p.m. to consider, if thought fit, transact the following ordinary businesses:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "**Directors**") and the auditor (the "**Auditor**") of the Company for the year ended 31 December 2025.

2. (i) To re-elect Mr. Zhang Zhenjiang as an executive Director;

   (ii) To re-elect Mr. Zhu Haoxian as an independent non-executive Director; and

   (iii) To re-elect Ms. Ye Qian as an independent non-executive Director.

3. To authorise the board of Directors of the Company (the "**Board**") to fix the Directors' remuneration.

4. To consider the re-appointment of Crowe (HK) CPA Limited as the Auditor and to authorise the Board to fix the remuneration of the Auditor.

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**:

(i) subject to paragraph (iii) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (iv) below) of all the powers of the Company to allot, issue and deal with the unissued shares (the "**Shares**") in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period (as defined in paragraph (iv) below) to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (iv) below);

(iii) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (i) above, otherwise than pursuant to:

(a) a Rights Issue (as hereinafter defined in paragraph (iv) below);

(b) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;

(c) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the "**Articles of Association**") of the Company and other relevant regulations in force from time to time; or

(d) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the aggregate number of Shares (excluding treasury Shares) in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of Shares in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (i) of this resolution shall be limited accordingly; and

(iv) for the purpose of this resolution, the "**Relevant Period**" means the period from the date of passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or

(c) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares (other than any holders of treasury Shares) whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors 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 expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

References to an allotment, issue, grant or offer of securities or Shares shall include a sale or transfer of treasury Shares and references to allottees shall include purchasers or transferees of such treasury Shares. For the avoidance of doubt, the Directors may only use such general mandate for the resale of treasury Shares to the extent permitted under all applicable laws, rules and regulations.

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

"**THAT**:

(i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (iii) below) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act (As Revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

(ii) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue (excluding treasury Shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution, "**Relevant Period**" means the period from the date of passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable law of the Cayman Islands to be held; or

(c) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

"**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with the unissued shares of the Company and to sell or transfer additional treasury Shares pursuant to resolution numbered 5 above be and it is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Director pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (i) of resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue (excluding treasury Shares) at the date of passing of this resolution."

Yours faithfully
By order of the Board
Sundy Service Group Co. Ltd
Yu Yun
Chairman of the Board

Hong Kong, 30 April 2026

Registered office in the Cayman Islands:
Conyers Trust Company *(Cayman)* Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Headquarters and principal place of business in the People's Republic of China:
127, Hanghai Road
Shangcheng District
Hangzhou, Zhejiang province
People's Republic of China

Principal place of business in Hong Kong:
Units 1801-08 & 1810
18/F, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.

2. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

3. For determining the qualification as members of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 1 June 2026 to Friday, 5 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms 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 Friday, 29 May 2026.

4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises four executive Directors, Ms. Yu Yun (Chairman), Mr. Zhu Yihua (Chief Executive Officer), Mr. Zhu Congyue, and Mr. Zhang Zhenjiang and three independent non-executive Directors, Mr. Zhu Haoxian, Ms. Ye Qian and Mr. Huang Enze.