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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 Roiserv Lifestyle Services Co., Ltd., you should at once hand this circular, together with the accompanying proxy form, to the purchaser or transferee or to the bank, 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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**Roiserv Lifestyle Services Co., Ltd.**

**榮萬家生活服務股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 2146)**

**(1) REPORT OF THE BOARD OF DIRECTORS FOR 2022;  
(2) REPORT OF THE SUPERVISORY COMMITTEE FOR 2022;  
(3) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2022;  
(4) 2022 PROFIT DISTRIBUTION PLAN;  
(5) 2022 ANNUAL REPORT;  
(6) REMUNERATION OF DIRECTORS;  
(7) REMUNERATION OF SUPERVISORS;  
(8) RE-APPOINTMENT OF AUDITOR FOR 2023;  
(9) GENERAL MANDATE TO ISSUE ADDITIONAL SHARES;  
(10) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used on this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise.

A notice convening the Annual General Meeting to be held at 4:00 p.m. on Friday, June 30, 2023 at RiseSun Development Mansion, 81 Xiangyun Road, Economic and Technological Development Area, Langfang, Hebei Province, the PRC is set out on pages 21 to 23 of this circular. A proxy form for use at the Annual General Meeting is enclosed in this circular. Such proxy form is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.roiserv.com](http://www.roiserv.com)).

Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting (i.e. before 4:00 p.m. on Thursday, June 29, 2023) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish.

May 31, 2023

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## DEFINITIONS

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

“2022 Annual Report”	the annual report of the Company for the year ended December 31, 2022, which has been published on the websites of the Stock Exchange ( <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> ) and the Company ( <a href="http://www.roiserv.com">www.roiserv.com</a> )
“2022 Profit Distribution Plan”	the profit distribution plan of the Company for the year 2022
“Annual General Meeting”	the annual general meeting of the Company to be convened and held at 4:00 p.m. on Friday, June 30, 2023 at RiseSun Development Mansion, 81 Xiangyun Road, Economic and Technological Development Area, Langfang, Hebei Province, the PRC to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 21 to 23 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“China” or the “PRC”	the People’s Republic of China
“Company”	Roiserv Lifestyle Services Co., Ltd. (榮萬家生活服務股份有限公司), a joint stock company established in the PRC with limited liability and the H Shares of which are listed on the main board of the Stock Exchange (Stock Code: 2146)
“PRC Company Law”	the Company Law of the PRC
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) in the share capital of the Company issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB by PRC natural persons or entities consolidated under the relevant laws of the PRC
“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Main Board of the Stock Exchange
“H Shareholder(s)”	the holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general and unconditional mandate to be granted to the Board for exercising the power of the Company to allot, issue or deal with additional Domestic Shares and H Shares not exceeding 20% of each of the total number of Domestic Shares and H Shares, respectively, in issue on the date of passing the related resolution, subject to the conditions set out in the resolution proposed at the Annual General Meeting for approving the general mandate
“Latest Practicable Date”	May 25, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	January 15, 2021, the date on which dealings in the H Shares on the Main Board of the Stock Exchange first commence
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Shares and the H Shares
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent.

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LETTER FROM THE BOARD

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**Roiserv Lifestyle Services Co., Ltd.**

**榮萬家生活服務股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 2146)**

*Executive Directors:*

Mr. Geng Jianfu (*Chairman*)

Ms. Liu Hongxia

Mr. Xiao Tianchi

*Headquarters in the PRC:*

81 Xiangyun Road

Economic and Technological Development Area

Langfang, Hebei Province, PRC

*Non-executive Director:*

Mr. Zhang Wenge

*Registered Office in the PRC:*

East Daxiang Line and North Heyuan Road

(Within Xianghe Xiandai Water Industry

Co., Ltd.\* (香河現代水業有限公司))

Jiangxintun Town

Xianghe County

Langfang

Hebei Province

PRC

*Independent non-executive Directors:*

Mr. Jin Wenhui

Mr. Xu Shaohong

Mr. Tang Yishu

*Principal place of business in Hong Kong:*

40th Floor

Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

\* For identification purpose only

May 31, 2023

*To the Shareholders*

- (1) REPORT OF THE BOARD OF DIRECTORS FOR 2022;**  
**(2) REPORT OF THE SUPERVISORY COMMITTEE FOR 2022;**  
**(3) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2022;**  
**(4) 2022 PROFIT DISTRIBUTION PLAN;**  
**(5) 2022 ANNUAL REPORT;**  
**(6) REMUNERATION OF DIRECTORS;**  
**(7) REMUNERATION OF SUPERVISORS;**  
**(8) RE-APPOINTMENT OF AUDITOR FOR 2023;**  
**(9) GENERAL MANDATE TO ISSUE ADDITIONAL SHARES;**  
**(10) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of the Annual General Meeting and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the Annual General Meeting.

### 2. BUSINESSES TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING

The businesses to be considered at the Annual General Meeting are described in more details in the section headed “Notice of Annual General Meeting” of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve the followings:

- (1) the report of the Board for the year ended December 31, 2022 (the “**2022 Report of the Board**”);
- (2) the report of the Supervisory Committee for the year ended December 31, 2022 (the “**2022 Report of the Supervisory Committee**”);
- (3) the audited consolidated financial statements of the Company for the year ended December 31, 2022 (the “**2022 Financial Statements**”);
- (4) the proposed profit distribution plan for the year ended December 31, 2022 (the “**2022 Profit Distribution Plan**”);
- (5) 2022 Annual Report;
- (6) to authorise the Board to determine the remuneration of the Directors;
- (7) to authorise the Supervisory Committee to determine the remuneration of the Supervisors;
- (8) the re-appointment of ShineWing Certified Public Accountants LLP as the auditor of the Company for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration;

At the Annual General Meeting, special resolutions will be proposed to approve:

- (9) the grant of the Issue Mandate to issue additional Shares; and
- (10) propose amendments to the articles of association.

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## LETTER FROM THE BOARD

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### 3. BUSINESS OF THE ANNUAL GENERAL MEETING

#### Ordinary Resolutions

#### *3.1 To consider and approve the 2022 Report of the Board*

The text of the 2022 Report of the Board is set out in the section headed “Report of the Board of Directors” in the 2022 Annual Report. The 2022 Report of the Board will be proposed at the Annual General Meeting for consideration and approval.

#### *3.2 To consider and approve the 2022 Report of the Supervisory Committee*

The text of the 2022 Report of the Supervisory Committee is set out in the section headed “Report of the Supervisory Committee” in the 2022 Annual Report. The 2022 Report of the Supervisory Committee will be proposed at the Annual General Meeting for consideration and approval.

#### *3.3 To consider and approve the 2022 Financial Statements*

Please refer to the audited consolidated financial statements contained in the 2022 Annual Report.

The 2022 Financial Statements will be proposed at the Annual General Meeting for consideration and approval.

#### *3.4 To consider and approve the 2022 Profit Distribution Plan*

The Board does not recommend the payment of a final dividend for the year ended December 31, 2022.

#### *3.5 To consider and approve the 2022 Annual Report*

The 2022 Annual Report will be proposed at the Annual General Meeting for consideration and approval.

#### *3.6 To authorise the Board to determine the remuneration of the Directors*

#### *3.7 To authorise the Supervisory Committee to determine the remuneration of the Supervisors*



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## LETTER FROM THE BOARD

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***3.8 To consider and approve the re-appointment of ShineWing Certified Public Accountants LLP as the auditor of the Company for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration***

### **Special Resolutions**

***3.9 To consider and approve the grant of the Issue Mandate to issue additional Shares***

In order to meet the capital requirements of the Company for its continuous business development, to utilise financing platforms effectively and flexibly and to take advantage of capital market windows in a timely manner, and in accordance with the applicable laws and regulations of the PRC, the Listing Rules and the Articles of Association, the Company proposes to grant the Issue Mandate to the Board by way of a special resolution at the Annual General Meeting to allot, issue or deal with additional Domestic Shares and H Shares not exceeding 20% of each of the total number of Domestic Share and H Shares, respectively, in issue on the date of passing such resolution. As of the Latest Practicable Date, the issued share capital of the Company comprised 282,000,000 Domestic Shares and 94,000,000 H Shares. Subject to the passing of the resolution related to the granting of the Issue Mandate and on the basis that no further Shares will be issued before the Annual General Meeting, the Company will be allowed to issue a maximum of additional 56,400,000 Domestic Shares and 18,800,000 H Shares respectively in accordance with the Issue Mandate.

*(A) Specific plans on the Issue Mandate:*

- (a) Subject to the conditions set out in (b) below, the Board is hereby authorized to approve, allot, issue, grant and/or otherwise deal with additional Shares (Domestic Shares and/or H Shares), securities convertible into Shares, and options, warrants to subscribe for or convertible into Shares or other securities with rights to subscribe for or convert into Shares, separately or at the same time during the Relevant Period (as defined below).

Notwithstanding the fulfillment of the conditions set out in (b) below, if the allotment of voting Shares will result in a de facto change of control of the Company, the Board shall separately obtain authorisation by way of a special resolution in advance before making such an allotment.

- (b) The number of additional Shares (Domestic Shares and/or H Shares), securities convertible into Shares, or options, warrants to subscribe for or convertible into Shares or other securities with rights to subscribe for or convert to Shares (which shall be calculated on the basis of the number of Domestic Shares and/or H Shares that such securities can be converted into/be allotted) proposed to be approved, allotted, issued, granted and/or otherwise dealt with by the Board shall not exceed 20% of each class of Domestic Shares and H Shares, respectively, in issue of the Company as at the date on which this resolution is passed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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- (c) For the purposes of this resolution

“**Relevant Period**” means the period from the date on which this special resolution is passed at the Annual General Meeting until the earliest of: (1) the conclusion of the next annual general meeting of the Company following the date of passing of this resolution; (2) the expiration of twelve months following the date of passing of this resolution; and (3) the date on which the authority granted to the Board under this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.

- (d) The Board is hereby authorised to determine the details of the issuance plan including but not limited to: (1) the class and number of Shares proposed to be issued; (2) the pricing basis and/or the offer price (including the price range); (3) the date of opening and closing of the issuance; (4) the specific use of the proceeds raised; (5) the recommendation, agreement and share options to be made or granted for the exercise of the said power; and (6) other contents to be included in the detailed issuance plan as required by the relevant laws and regulations and other regulatory documents, the relevant regulatory authorities and the local stock exchange.
- (e) The Board is hereby authorised to implement the issuance plan and deal with the matters related to an increase in the registered capital of the Company so as to reflect the Shares authorised to be issued by the Company under this resolution, and to make such amendments as it deems appropriate and necessary to the provisions related to the issuance of Shares and registered capital in the Articles of Association, and to adopt and complete any other actions and procedures that are necessary for the implementation of the issuance plan and the completion of the increase in the registered capital of the Company.

*(B) Relevant mandate:*

In order to enhance the efficiency of decision-making, reduce internal approval procedures and grasp market opportunities, in respect of the Issue Mandate to issue Shares, it is proposed at the Annual General Meeting to approve the authorisation of the Board and any persons authorised by the Board to deal with the matters in connection with the Issue Mandate to issue Shares. The specific details of the mandate given to the authorised persons will be separately determined upon the exercise of the Issue Mandate by the Board under this resolution.

### ***3.10 To consider and approve the proposed amendments to the Articles of Association***

Reference is made to the announcement of the Company dated May 18, 2023 in relation to the proposed amendments to the Articles of Association.

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## LETTER FROM THE BOARD

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On January 1, 2022, the Listing Rules were amended by, among others, adopting a uniform set of core shareholder protection standards set out in Appendix 3 to the Listing Rules. In light of the above, the Board proposes to make certain amendments to the existing Articles of Association pursuant to the amendments made to Appendix 3 to the Listing Rules.

The details of the amendments to the Articles of Association are set out in Appendix I of this circular.

The Articles of Association and its amendments are written in Chinese without an official English version. Therefore, any English translation is for reference only. In case of inconsistency, the Chinese version shall prevail.

The proposed amendments to the existing Articles of Association is subject to the approval of the Shareholders at the Annual General Meeting by way of a special resolution. Prior to the passing of such special resolution at the Annual General Meeting, the existing Articles of Association shall remain valid.

#### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENTS**

A notice convening the Annual General Meeting containing the resolutions to be proposed at the Annual General Meeting is set out on pages 21 to 23 of this circular. Proxy forms for use at the Annual General Meeting are also enclosed in this circular.

If Shareholders intend to appoint a proxy to attend the Annual General Meeting, Shareholders are required to complete and return the proxy form in accordance with the instructions printed thereon and return it by personal delivery or by post not less than 24 hours before the time fixed for holding the Annual General Meeting (i.e. before 4:00 p.m. on Thursday, June 29, 2023) or any adjournment thereof (as the case may be). For H Shareholders, the proxy form should be returned to the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. For Domestic Shareholders, the proxy form should be returned to the Company's headquarters in the PRC at 81 Xiangyun Road, Economic and Technological Development Area, Langfang, Hebei Province, the PRC. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof (as the case may be) if they so wish.

#### **5. 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. Accordingly, the chairman of the Annual General Meeting will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the Annual General Meeting. The Company will announce the result of the poll of the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 6. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, June 27, 2023 to Friday, June 30, 2023 (both days inclusive), during which period no transfer of Shares of the Company will be registered. In order to qualify for attending and voting at the Annual General Meeting, unregistered holders of Shares of the Company should ensure that all transfer documents together with the relevant share certificates are lodged with the Company's H shares registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration, no later than 4:30 p.m. on Monday, June 26, 2023.

### 7. RECOMMENDATION

The Board considers that all the resolutions proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions at the Annual General Meeting.

### 8. 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 purposes 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.

By order of the Board  
**Roiserv Lifestyle Services Co., Ltd.**  
**Geng Jianfu**  
*Chairman and Executive Director*

Original Article	Amended Article
<p>Article 40 The Company may keep overseas the original register of members of overseas listed shares and entrust the administration thereof to an overseas agent in accordance with the understanding and agreement reached between the securities regulatory authority of the State Council and the overseas securities regulatory authorities. The original register of members of overseas listed shares listed in Hong Kong Stock Exchange shall be kept in Hong Kong.</p> <p>The Company shall keep at its domicile a copy of the register of members of overseas listed shares. The entrusted overseas agent shall always ensure that the original and copies of the register of members of overseas listed shares are consistent.</p> <p>Where the original and copies of the register of members of overseas listed shares are inconsistent, the original shall prevail.</p>	<p>Article 40 The Company may keep overseas the original register of members of overseas listed shares and entrust the administration thereof to an overseas agent in accordance with the understanding and agreement reached between the securities regulatory authority of the State Council and the overseas securities regulatory authorities. The original register of members of overseas listed shares listed in Hong Kong Stock Exchange shall be kept in Hong Kong <u>and open for inspection by shareholders.</u></p> <p>The Company shall keep at its domicile a copy of the register of members of overseas listed shares. The entrusted overseas agent shall always ensure that the original and copies of the register of members of overseas listed shares are consistent.</p> <p>Where the original and copies of the register of members of overseas listed shares are inconsistent, the original shall prevail.</p>
<p>Article 46 Where a period of book closure prior to the convening of general meetings or the record date for the determination of the Company's dividend distribution is provided for under laws, administrative regulations, departmental rules, normative documents and by relevant stock exchanges or regulatory authorities of the places where the shares of the Company are listed, such provision shall prevail.</p>	<p>Article 46 <u>The Company is permitted to close its register of members on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).</u> Where a period of book closure prior to the convening of general meetings or the record date for the determination of the Company's dividend distribution is provided for under laws, administrative regulations, departmental rules, normative documents and by relevant stock exchanges or regulatory authorities of the places where the shares of the Company are listed, such provision shall prevail.</p>

Original Article	Amended Article
<p>Article 52 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name (title) is recorded in the register of members.</p> <p>A shareholder shall enjoy relevant rights and assume relevant obligations in accordance with the class and number of shares held. Shareholders holding the same class of shares shall enjoy the equal rights and assume the same obligations.</p> <p>Holders of each class of shares of the Company shall enjoy equal rights in any distribution of dividends or otherwise.</p> <p>Where the shareholder of the Company is a legal person, its legal representative, the agent of its legal representative or a person authorized by the resolution of the Board or other decision making authorities shall exercise its rights on its behalf.</p>	<p>Article 52 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name (title) is recorded in the register of members.</p> <p>A shareholder shall enjoy relevant rights and assume relevant obligations in accordance with the class and number of shares held. Shareholders holding the same class of shares shall enjoy the equal rights and assume the same obligations.</p> <p><u>Shareholders are entitled to speak and vote at general meetings (unless individual shareholders are required to abstain from voting on individual matters in accordance with applicable laws and regulations and the listing rules of the stock exchange where the Company's shares are listed).</u></p> <p>Holders of each class of shares of the Company shall enjoy equal rights in any distribution of dividends or otherwise.</p> <p><u>Any shareholder is entitled to appoint a proxy, but such proxy need not be a shareholder of the Company. Where the shareholder of the Company is a legal person, its legal representative, the agent of its legal representative or a person authorized by the resolution of the Board or other decision making authorities shall exercise its rights on its behalf.</u></p> <p><u>If the legal person has appointed a representative to attend any meeting, he shall be deemed to be present in person.</u></p>

Original Article	Amended Article
<p>Article 53 Holders of the ordinary shares of the Company shall enjoy the following rights:</p> <p>(I) the right to dividends and other profit distributions in proportion to the number of shares held;</p> <p>(II) the right to propose, convene and preside over, to attend or appoint proxies to attend general meetings and to exercise the voting right in accordance with law in proportion to the number of shares held;</p> <p>(III) the right to supervise, suggest or raise enquiries about the Company's business operations;</p> <p>(IV) the right to transfer, give as a gift or pledge the shares held in accordance with laws, administrative regulations and the Articles of Association;</p> <p>(V) the right to obtain relevant information in accordance with the Articles of Association, including:</p> <p>1. obtaining a copy of the Articles of Association, subject to payment of cost;</p>	<p>Article 53 Holders of the ordinary shares of the Company shall enjoy the following rights:</p> <p>(I) the right to dividends and other profit distributions in proportion to the number of shares held;</p> <p>(II) the right to propose, convene and preside over, to attend or appoint proxies to attend general meetings, <u>the right to speak</u> and to exercise the voting right <u>thereat</u> in accordance with law in proportion to the number of shares held <u>(except where a shareholder is required to abstain from voting to approve the matter under consideration in accordance with the applicable laws, administrative regulations and the listing rules of the stock exchange on which the shares of the Company are listed)</u>;</p> <p>(III) the right to supervise, suggest or raise enquiries about the Company's business operations;</p> <p>(IV) the right to transfer, give as a gift or pledge the shares held in accordance with laws, administrative regulations and the Articles of Association;</p> <p><u>(V) the branch register of members in Hong Kong shall be open for inspection by shareholders, however, the Company may be permitted to close the register of members on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);</u></p> <p><del>(V)</del> (VI) the right to obtain relevant information in accordance with the Articles of Association, including:</p> <p>1. obtaining a copy of the Articles of Association, subject to payment of cost;</p>

Original Article	Amended Article
<p>2. The right to inspect and make a copy, subject to a payment of a reasonable fee:</p> <p>(1) All parts of the register of members;</p> <p>(2) Personal particulars of the directors, supervisors, general manager, and other senior management members of the Company, including:</p> <p>(a) present and former name or alias;</p> <p>(b) principal address (place of domicile);</p> <p>(c) nationality;</p> <p>(d) full-time and all other part-time occupations and positions;</p> <p>(e) identity document and its number.</p> <p>(3) the status of the Company's share capital;</p> <p>(4) reports showing the aggregate value, amount, the maximum and minimum prices paid in respect of each class of its shares bought back by the Company since the end of the last accounting year, and the total fees paid by the Company for this purpose;</p> <p>(5) minutes of general meetings (for shareholder's review only);</p>	<p>2. The right to inspect and make a copy, subject to a payment of a reasonable fee:</p> <p>(1) All parts of the register of members;</p> <p>(2) Personal particulars of the directors, supervisors, general manager, and other senior management members of the Company, including:</p> <p>(a) present and former name or alias;</p> <p>(b) principal address (place of domicile);</p> <p>(c) nationality;</p> <p>(d) full-time and all other part-time occupations and positions;</p> <p>(e) identity document and its number.</p> <p>(3) the status of the Company's share capital;</p> <p>(4) reports showing the aggregate value, amount, the maximum and minimum prices paid in respect of each class of its shares bought back by the Company since the end of the last accounting year, and the total fees paid by the Company for this purpose;</p> <p>(5) minutes of general meetings (for shareholder's review only);</p>



Original Article	Amended Article
<p>(VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining property of the Company in proportion to the number of shares held;</p> <p>(VII) such other rights conferred by laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>If a shareholder asks to review the information mentioned in the preceding Article or makes a request for information, he/she shall submit to the Company written documents evidencing the class and number of shares of the Company held. The Company shall provide the same as requested by the shareholder after authenticating his/her identity.</p>	<p>(VII) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining property of the Company in proportion to the number of shares held;</p> <p>(VIII) such other rights conferred by laws, administrative regulations, departmental rules, <u>listing rules of the stock exchange where the shares of the Company are listed</u> and the Articles of Association.</p> <p>If a shareholder asks to review the information mentioned in the preceding Article or makes a request for information, he/she shall submit to the Company written documents evidencing the class and number of shares of the Company held. The Company shall provide the same as requested by the shareholder after authenticating his/her identity.</p>
<p>Article 58 The general meeting shall exercise the following functions and powers:</p> <p>(I) to decide on the operating approach and investment plans of the Company;</p> <p>(II) to elect and replace directors and non-employee representative supervisors to decide on matters relating to their remuneration;</p> <p>(III) to consider and approve reports of the Board;</p> <p>(IV) to consider and approve reports of the Supervisory Committee;</p> <p>(V) to consider and approve the annual financial budgets and final accounts of the Company;</p> <p>(VI) to consider and approve the profits distribution plans and loss recovery plans of the Company;</p>	<p>Article 58 The general meeting shall exercise the following functions and powers:</p> <p>(I) to decide on the operating approach and investment plans of the Company;</p> <p>(II) to elect and replace non-employee representative directors and non-employee representative supervisors and to decide on matters relating to their remuneration;</p> <p>(III) to consider and approve reports of the Board;</p> <p>(IV) to consider and approve reports of the Supervisory Committee;</p> <p>(V) to consider and approve the annual financial budgets and final accounts of the Company;</p> <p>(VI) to consider and approve the profits distribution plans and loss recovery plans of the Company;</p>

Original Article	Amended Article
(VII) to make resolutions on increasing or reducing the registered capital of the Company;	(VII) to make resolutions on increasing or reducing the registered capital of the Company;
(VIII) to make resolutions on the issuance of corporate bonds;	(VIII) to make resolutions on the issuance of corporate bonds;
(IX) to make resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;	(IX) to make resolutions on the merger, division, dissolution, liquidation/ <u>voluntary winding-up</u> or change in corporate form of the Company;
(X) to amend the Articles of Association;	(X) to amend the Articles of Association;
(XI) to consider proposals put forward by shareholder(s) individually or jointly holding more than 3% of the shares of the Company carrying voting rights;	(XI) to consider proposals put forward by shareholder(s) individually or jointly holding more than 3% of the shares of the Company carrying voting rights;
(XII) to decide on the engagement, renewal and dismissal of accounting firms;	(XII) to decide on the engagement, renewal and dismissal of accounting firms <u>and to decide on matters relating to their remuneration</u> ;
(XIII) to consider matters relating to the acquisition and disposal of material assets or guarantee amounts of more than 25% (25% inclusive) of the latest audited total assets of the Company, within one year;	(XIII) to consider matters relating to the acquisition and disposal of material assets or guarantee amounts of more than 25% (25% inclusive) of the latest audited total assets of the Company, within one year;
(XIV) other matters that required to be resolved by the general meeting as prescribed by laws, administrative regulations, departmental rules and the Articles of Association;	(XIV) other matters that required to be resolved by the general meeting as prescribed by laws, administrative regulations, departmental rules and the Articles of Association;
(XV) other matters that required to by the listing rules of the stock exchange where the shares of the Company are listed.	(XV) other matters that required to by the listing rules of the stock exchange where the shares of the Company are listed.
<p>Article 63 To convene an annual general meeting, the Company shall give written notices of the meeting 20 business days before the date of meeting, and to convene an extraordinary general meeting, the Company shall give written notices of the meeting 10 business days or 15 days (whichever is longer) before the date of meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. For the notice given in this Article, the date of issue is the date on which the Company or the share registrar engaged by the Company has served the notice to the postal service.</p> <p>The notice of a general meeting served on the holders of overseas listed shares may be published through the designated website of the stock exchange where the shares of the Company are listed and the website of the Company. Upon the publication, all holders of overseas listed shares shall be deemed to have received the notice of the relevant general meeting.</p>	<p>Article 63 To convene an annual general meeting, the Company shall give written notices of the meeting <u>20 business</u> days before the date of meeting, and to convene an extraordinary general meeting, the Company shall give written notices of the meeting <u>10 business days or 15 days (whichever is longer)</u> before the date of meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. For the notice given in this Article, the date of issue is the date on which the Company or the share registrar engaged by the Company has served the notice to the postal service.</p> <p>The notice of a general meeting served on the holders of overseas listed shares may be published through the designated website of the stock exchange where the shares of the Company are listed and the website of the Company. Upon the publication, all holders of overseas listed shares shall be deemed to have received the notice of the relevant general meeting.</p>

Original Article	Amended Article
<p>Article 64 Unless specified in the Articles of Association, the notice of the general meeting shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have voting rights at the general meeting). The address of the recipient shall be the address registered in the register of members. For holders of domestic shares/domestic unlisted shares, notice of the general meeting may also be issued by way of public announcement. The announcement referred to in the preceding paragraph, should be released 20 business days prior to an annual general meeting or 10 business days or 15 days (whichever is longer) prior to an extraordinary general meeting in one or more the newspapers or periodicals designated by the securities regulatory authority under the State Council. All holders of domestic shares/domestic unlisted shares shall be deemed to have received such notice upon the publication of such notice. The notice of a general meeting shall:</p> <p>(I) be made in writing;</p> <p>(II) specify the time, place and date of the meeting;</p> <p>(III) explain the matters to be discussed at the meeting;</p> <p>(IV) provide to the shareholders the information and explanations necessary for them to make informed decisions on the matters to be discussed; such principal includes but not limit to when the Company proposes a merger, buyback of shares, restructure of share capital or other reorganization, it shall provide the specific conditions and contract (if any) of the transaction contemplated and earnestly explain the cause and effect of the transaction;</p> <p>(V) contain a disclosure of the nature and extent of the material interests that any director, supervisor, the general manager or other senior management members has in any matter to be discussed; and an explanation of the difference between the way in which the matter to be discussed would affect such director, supervisor, the general manager or other senior management members in his/her capacity as shareholder and the way in which such matter would affect other shareholders of the same class;</p> <p>(VI) contain the full text of any special resolution proposed to be approved at the meeting;</p> <p>(VII) contain a clear statement that shareholders entitled to attend and vote have the right to appoint one or more proxies to attend and vote on their behalf and that such proxy needs not be a shareholder of the Company;</p> <p>(VIII) state the time and place for serving the instruments of appointing the voting proxy at the meeting.</p>	<p>Article 64 Unless specified in the Articles of Association, the notice of the general meeting shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have voting rights at the general meeting). The address of the recipient shall be the address registered in the register of members. For holders of domestic shares/domestic unlisted shares, notice of the general meeting may also be issued by way of public announcement. The announcement referred to in the preceding paragraph, should be released <del>20 business days</del> prior to an annual general meeting or <del>10 business days or 15 days (whichever is longer)</del> prior to an extraordinary general meeting in one or more the newspapers or periodicals designated by the securities regulatory authority under the State Council. All holders of domestic shares/domestic unlisted shares shall be deemed to have received such notice upon the publication of such notice. The notice of a general meeting shall:</p> <p>(I) be made in writing;</p> <p>(II) specify the time, place and date of the meeting;</p> <p>(III) explain the matters to be discussed at the meeting;</p> <p>(IV) provide to the shareholders the information and explanations necessary for them to make informed decisions on the matters to be discussed; such principal includes but not limit to when the Company proposes a merger, buyback of shares, restructure of share capital or other reorganization, it shall provide the specific conditions and contract (if any) of the transaction contemplated and earnestly explain the cause and effect of the transaction;</p> <p>(V) contain a disclosure of the nature and extent of the material interests that any director, supervisor, the general manager or other senior management members has in any matter to be discussed; and an explanation of the difference between the way in which the matter to be discussed would affect such director, supervisor, the general manager or other senior management members in his/her capacity as shareholder and the way in which such matter would affect other shareholders of the same class;</p> <p>(VI) contain the full text of any special resolution proposed to be approved at the meeting;</p> <p>(VII) contain a clear statement that shareholders entitled to attend and vote have the right to appoint one or more proxies to attend and vote on their behalf and that such proxy needs not be a shareholder of the Company;</p> <p>(VIII) state the time and place for serving the instruments of appointing the voting proxy at the meeting.</p>

Original Article	Amended Article
<p>Article 66 Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or more persons (who need not be shareholders of the Company) as his/her proxies to attend and vote on his/her behalf. Such proxy may exercise the following rights in accordance with his/her appointment by the shareholder:</p> <p>(I) the shareholders' right to be heard at the general meeting;</p> <p>(II) the right to demand or join in the demand for a ballot;</p> <p>(III) the right to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>	<p>Article 66 Any shareholder entitled to attend, <u>speak</u> and vote at the general meeting shall have the right to appoint one or more persons (who need not be shareholders of the Company) as his/her proxies to attend and vote on his/her behalf. Such proxy may exercise the following rights in accordance with his/her appointment by the shareholder:</p> <p>(I) the shareholders' right to be heard at the general meeting;</p> <p>(II) the right to demand or join in the demand for a ballot;</p> <p>(III) the right to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>
<p>Article 68 The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>If the principal is a legal person, its legal representative or the person authorized by a resolution of the Board or other decision-making body shall attend the general meeting of the Company as the representative of such legal person.</p>	<p>Article 68 The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>If the <del>principal</del><u>shareholder</u> is a legal person, its legal representative or the person authorized by a resolution of the Board or other decision-making body shall attend the general meeting of the Company as the representative of such legal person, <u>and the shareholder so represented shall be treated as being present at such meeting.</u></p>

Original Article	Amended Article
<p>If the shareholder is a Recognized Clearing House (or an agent thereof) as defined in the relevant regulations under the Hong Kong laws in effect from time to time, one or more individuals that it deems suitable may be appointed by it to act as its representative(s) at any general meeting or any class shareholders' meeting; however, if one or more individuals are appointed as representatives, their powers of attorney shall specify the number and class of shares involved in the appointment of each such individual. The individual(s) so authorized may exercise the rights (have been duly authorized without the need of producing any documents of title, notarized authorization and/or further evidence to substantiate that it is so authorized) of the Recognized Clearing House (or its agent) as if he, she or they was or were (an) individual shareholder(s) of the Company.</p>	<p>If the shareholder is a Recognized Clearing House (or an agent thereof) as defined in the relevant regulations under the Hong Kong laws in effect from time to time, one or more individuals that it deems suitable may be appointed by it to act as its <u>proxy(ies) or representative(s)</u> at any general meeting or any class shareholders' meeting <u>and creditors' meeting</u>; however, if one or more individuals are appointed as <u>proxy(ies)</u> or representatives, their powers of attorney shall specify the number and class of shares involved in the appointment of each such individual. The individual(s) so authorized may exercise the rights (have been duly authorized without the need of producing any documents of title, notarized authorization and/or further evidence to substantiate that it is so authorized) of the Recognized Clearing House (or its agent) as if he, she or they was or were (an) individual shareholder(s) of the Company, <u>including the right to speak and vote</u>.</p>
<p>Article 77 The following matters shall be passed by ordinary resolutions at the general meeting:</p> <p>.....;</p> <p>(V) the decision on engagement, re-appointment or termination of the accounting firms;</p> <p>.....</p>	<p>Article 77 The following matters shall be passed by ordinary resolutions at the general meeting:</p> <p>.....;</p> <p>(V) the decision on engagement, re-appointment or termination of the accounting firms <u>and their remuneration</u>;</p> <p>.....</p>
<p>Article 78 The following matters shall be passed by special resolution at general meeting:</p> <p>.....;</p> <p>(III) the division, merger, dissolution and liquidation of the Company;</p> <p>.....</p>	<p>Article 78 The following matters shall be passed by special resolution at general meeting:</p> <p>.....;</p> <p>(III) the division, merger, dissolution and liquidation/<u>voluntary winding-up</u> of the Company;</p> <p>.....</p>

Original Article	Amended Article
<p>Article 93 Any director may resign before the expiration of his/her term by submitting a written resignation to the Board. The Board shall disclose relevant information within two days.</p> <p>Where a director has resigned during the term of office resulting that the number of the members in the Board falls below the quorum, the original director shall perform his/her duties as a director, prior to the assumption by the re-elected director, in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Association.</p> <p>Other than the circumstances presented in the preceding paragraph, the resignation of directors shall come into effect since the resignation reports are lodged with the Board.</p> <p>Without violation of relevant laws and regulations and the regulatory rules of the place where the shares of the Company are listed, any director appointed to fill a casual vacancy to the Board shall accept shareholders' election at the first general meeting after acceptance of the appointment.</p>	<p>Article 93 Any director may resign before the expiration of his/her term by submitting a written resignation to the Board. The Board shall disclose relevant information within two days.</p> <p>Where a director has resigned during the term of office resulting that the number of the members in the Board falls below the quorum, the original director shall perform his/her duties as a director, prior to the assumption by the re-elected director, in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Association.</p> <p>Other than the circumstances presented in the preceding paragraph, the resignation of directors shall come into effect since the resignation reports are lodged with the Board.</p> <p>Without violation of relevant laws and regulations and the regulatory rules of the place where the shares of the Company are listed, any director appointed to fill a casual vacancy <u>or as an addition to the Board shall hold office only until accept</u> <del>shareholders' election at the first annual general meeting after acceptance of the appointment, and shall then be eligible for re-election.</del></p>
<p>Article 157 If the office of the accounting firm becomes vacant, the Board may, prior to a general meeting is convened, appoint an accounting firm to fill such vacancy. During the period when such vacancy lasts, where the Company has any other accounting firms in office, such accounting firms may continue to act.</p>	<p>Article 157 If the office of the accounting firm becomes vacant, the Board may, prior to a general meeting is convened, appoint an accounting firm to fill such vacancy. During the period when such vacancy lasts, where the Company has any other accounting firms in office, such accounting firms may continue to act <u>until the next annual general meeting of the Company and shall be eligible for re-election.</u></p>
<p>Article 159 The remuneration of the accounting firm or the mode of determination of the same shall be decided by the general meeting.</p>	<p>Article 159 The remuneration of the accounting firm or the mode of determination of the same shall be decided by <u>ordinary resolution at the general meeting.</u></p>
<p>Article 160 The decision to engage, remove or discontinue the engagement of an accounting firm shall be made by the general meeting of shareholders.</p> <p>.....</p>	<p>Article 160 The decision to engage, remove or discontinue the engagement of an accounting firm shall be made by <u>ordinary resolution at the general meeting of shareholders.</u></p> <p>.....</p>

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## NOTICE OF ANNUAL GENERAL MEETING

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**Roiserv Lifestyle Services Co., Ltd.**

**榮萬家生活服務股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 2146)**

### **NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, JUNE 30, 2023**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the “**Annual General Meeting**”) of Roiserv Lifestyle Services Co., Ltd. (the “**Company**”) will be held at 4:00 p.m. on Friday, June 30, 2023 at RiseSun Development Mansion, 81 Xiangyun Road, Economic and Technological Development Area, Langfang, Hebei Province, the PRC for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended December 31, 2022.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended December 31, 2022.
3. To consider and approve the audited consolidated financial statements of the Company for the year ended December 31, 2022.
4. To consider and approve the proposed profit distribution plan for the year ended December 31, 2022.
5. To consider and approve the annual report of the Company for the year ended December 31, 2022.
6. To authorise the Board to determine the remuneration of the Directors.
7. To authorise the Supervisory Committee to determine the remuneration of the supervisors.

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## NOTICE OF ANNUAL GENERAL MEETING

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8. To consider and approve the re-appointment of ShineWing Certified Public Accountants LLP as the auditor of the Company for a term until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine its remuneration.

### SPECIAL RESOLUTIONS

9. To grant a general mandate to the Board to allot, issue and deal with additional domestic shares and/or H shares of the Company not exceeding 20% of each of the total number of issued domestic shares and H shares of the Company, respectively, and to authorise the Board to make such amendments as it deems appropriate to the provisions of the articles of association of the Company, so as to reflect the new capital structure upon additional allotment and issuance of shares pursuant to such mandate.
10. To consider and approve the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated May 31, 2023.

By Order of the Board  
**Roiserv Lifestyle Services Co., Ltd.**  
**Geng Jianfu**  
*Chairman and Executive Director*

Langfang, the PRC, May 31, 2023

*Notes:*

1. All resolutions at the Annual General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.roiserv.com](http://www.roiserv.com)) in accordance with the Listing Rules.
2. All shareholders of the Company are eligible for attending the Annual General Meeting. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint a proxy or more than one proxy to attend the Annual General Meeting and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every shareholder of the Company present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be completed and returned to (i) the Company’s headquarters in the People’s Republic of China (“**PRC**”) at 81 Xiangyun Road, Economic and Technological Development Area, Langfang, Hebei Province, PRC (for holders of domestic shares of the Company) or (ii) the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares of the Company) not less than 24 hours before the time appointed for the Annual General Meeting (i.e. before 4:00 p.m. on Thursday, June 29, 2023) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof (as the case may be) if he/she so wish.



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## NOTICE OF ANNUAL GENERAL MEETING

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4. For the purpose of determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, June 27, 2023 to Friday, June 30, 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all transfer documents together with the relevant share certificates are lodged with the Company's H shares registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration, no later than 4:30 p.m. on Monday, June 26, 2023.
5. The instrument appointing the proxy must be in writing and signed by the appointor or his/her attorney duly authorised in writing, or if the appointer is a legal person, either under a legal person's seal or signed by its director or an attorney duly authorised in writing.
6. The Annual General Meeting (or any adjournment thereof) is expected to take no more than half a day. Shareholders of the Company or their proxies attending the Annual General Meeting (or any adjournment thereof) shall bear their own travelling and accommodation expenses

*As at the date of this notice, the executive Directors are Mr. Geng Jianfu, Ms. Liu Hongxia and Mr. Xiao Tianchi; the non-executive Director is Mr. Zhang Wenge; and the independent non-executive Directors are Mr. Jin Wenhui, Mr. Xu Shaohong and Mr. Tang Yishu.*