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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 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, licensed securities dealer or 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 2024;**
 - (2) REPORT OF THE SUPERVISORY COMMITTEE FOR 2024;**
 - (3) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2024;**
 - (4) 2024 PROFIT DISTRIBUTION PLAN;**
 - (5) 2024 ANNUAL REPORT;**
 - (6) REMUNERATION OF DIRECTORS;**
 - (7) REMUNERATION OF SUPERVISORS;**
 - (8) RE-APPOINTMENT OF AUDITOR FOR 2025;**
 - (9) GENERAL MANDATE;**
- AND**
- NOTICE OF ANNUAL GENERAL MEETING**

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 10:00 a.m. on Friday, June 27, 2025 at RiseSun Development Mansion, 81 Xiangyun Road, Economic and Technological Development Area, Langfang, Hebei Province, the PRC is set out on pages 11 to 13 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) and the Company (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 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 23, 2025

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DEFINITIONS

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

“2024 Annual Report”	the annual report of the Company for the year ended December 31, 2024, which has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.roiserv.com)
“2024 Profit Distribution Plan”	the profit distribution plan of the Company for 2024
“Annual General Meeting”	the annual general meeting or any adjournment thereof of the Company to be convened and held at 10:00 a.m. on Friday, June 27, 2025 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 11 to 13 of this circular
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“China” or “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)
“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

DEFINITIONS

“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“General 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 Shares and/or to resell treasury shares of the Company not exceeding 20% of the total number of Shares (excluding treasury shares of the Company), 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
“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
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	May 19, 2025, being the latest practicable date 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”	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

DEFINITIONS

“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

LETTER FROM THE BOARD



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. Long Xiaokang

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:

Office building,
No. 9 Office Building, Pingan Street
South Xia'an Highway
Xianghe County Development Zone
Langfang
Hebei Province, PRC

Independent non-executive Directors:

Mr. Jin Wenhui
Mr. Xu Shaohong Alex
Mr. Tang Yishu

Principal place of business

in Hong Kong:

18/F, China Building
29 Queen's Road Central
Central
Hong Kong

May 23, 2025

To the Shareholders

Dear Sir/Madam,

- (1) REPORT OF THE BOARD OF DIRECTORS FOR 2024;**
(2) REPORT OF THE SUPERVISORY COMMITTEE FOR 2024;
(3) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2024;
(4) 2024 PROFIT DISTRIBUTION PLAN;
(5) 2024 ANNUAL REPORT;
(6) REMUNERATION OF DIRECTORS;
(7) REMUNERATION OF SUPERVISORS;
(8) RE-APPOINTMENT OF AUDITOR FOR 2025;
(9) GENERAL MANDATE;
AND
NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notices 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, 2024 (the “**2024 Report of the Board**”);
- (2) the report of the Supervisory Committee for the year ended December 31, 2024 (the “**2024 Report of the Supervisory Committee**”);
- (3) the audited consolidated financial statements of the Company for the year ended December 31, 2024 (the “**2024 Financial Statements**”);
- (4) the proposed profit distribution plan for the year ended December 31, 2024 (the “**2024 Profit Distribution Plan**”);
- (5) the 2024 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 General Mandate.

LETTER FROM THE BOARD

3. BUSINESS OF THE ANNUAL GENERAL MEETING

Ordinary Resolutions

3.1 To consider and approve the 2024 Report of the Board

The text of the 2024 Report of the Board is set out in the section headed “Report of the Board of Directors” in the 2024 Annual Report. The 2024 Report of the Board will be proposed at the Annual General Meeting for consideration and approval.

3.2 To consider and approve the 2024 Report of the Supervisory Committee

The text of the 2024 Report of the Supervisory Committee is set out in the section headed “Report of the Supervisory Committee” in the 2024 Annual Report. The 2024 Report of the Supervisory Committee will be proposed at the Annual General Meeting for consideration and approval.

3.3 To consider and approve the 2024 Financial Statements

Please refer to the audited consolidated financial statements contained in the 2024 Annual Report.

The 2024 Financial Statements will be proposed at the Annual General Meeting for consideration and approval.

3.4 To consider and approve the 2024 Profit Distribution Plan

The Board does not recommend the payment of a final dividend for the year ended December 31, 2024.

3.5 To consider and approve the 2024 Annual Report

The 2024 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

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

LETTER FROM THE BOARD

Special Resolutions

3.9 *To consider and approve the grant of the General Mandate*

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 General Mandate to the Board by way of a special resolution at the Annual General Meeting to allot, issue or deal with additional Shares and/or to resell treasury shares of the Company not exceeding 20% of the total number of Shares in issue (excluding treasury shares of the Company), 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 and the Company did not have any treasury shares. Subject to the passing of the resolution related to the granting of the General Mandate and on the basis that no further Shares will be issued before the Annual General Meeting, the Company will be allowed to allot and issue new Shares and/or to resell treasury shares of the Company involving a maximum of 75,200,000 Shares in accordance with the General Mandate.

(A) *Specific plans on the General 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, and/or to resell treasury shares of the Company, 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 and/or the treasury shares of the Company be resold by the Board shall not exceed 20% of the Shares in issue of the Company (excluding treasury shares of the Company) as at the date on which this resolution is passed at the Annual General Meeting.

LETTER FROM THE BOARD

- (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 General Mandate, 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 General Mandate. The specific details of the mandate given to the authorised persons will be separately determined upon the exercise of the General Mandate by the Board under this resolution.

LETTER FROM THE BOARD

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 11 to 13 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 10:00 a.m. on Thursday, June 26, 2025) 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.

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 24, 2025 to Friday, June 27, 2025 (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 23, 2025.

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.

LETTER FROM THE BOARD

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

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 27, 2025**

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 10:00 a.m. on Friday, June 27, 2025 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, 2024.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended December 31, 2024.
3. To consider and approve the audited consolidated financial statements of the Company for the year ended December 31, 2024.
4. To consider and approve the proposed profit distribution plan of the Company for the year ended December 31, 2024.
5. To consider and approve the annual report of the Company for the year ended December 31, 2024.
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. To consider and approve the re-appointment of ShineWing Certified Public Accountants LLP as the auditors 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.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

9. To grant a general mandate to the Board to allot, issue and deal with additional shares of the Company and/or to resell treasury shares of the Company not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) 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.

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

Langfang, the PRC, May 23, 2025

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) and the Company (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 or any adjournment thereof (as the case may be) (i.e. before 10:00 a.m. on Thursday, June 26, 2025). 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.
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 24, 2025 to Friday, June 27, 2025 (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 23, 2025.

NOTICE OF ANNUAL GENERAL MEETING

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. Long Xiaokang; the non-executive Director is Mr. Zhang Wenge; and the independent non-executive Directors are Mr. Jin Wenhui, Mr. Xu Shaohong Alex and Mr. Tang Yishu.