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## **Fineland Real Estate Services Group Limited**

## **方圓房地產服務集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9978)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Fineland Real Estate Services Group Limited (the “**Company**”) will be held at 3:00 p.m. on 27 October 2020 at 11<sup>th</sup> Floor, No. 28 Tiyu East Road, Tianhe District, Guangzhou, the PRC for the following purposes:

#### **ORDINARY RESOLUTION**

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

**“THAT:**

- (a) the Renewal Master Agency Service Agreement (as defined in the circular of the Company dated 5 October 2020 (the “**Circular**”), a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between the Company and Fineland Group Holdings Company Limited (方圓集團控股有限公司) and the transactions contemplated therein be and are hereby approved, confirmed and ratified;
- (b) the Proposed Annual Caps for the three years ending 31 December 2023 (as set out in the Circular) be and are hereby approved; and
- (c) any one of the directors of the Company be and is hereby authorised to take such actions and execute such documents for and on behalf of the Company as he or she may consider appropriate and expedient to carry out or give effect to or otherwise in connection with or in relation to the Renewal Master Agency Service Agreement and the transactions contemplated therein (including the Proposed Annual Caps).”

## SPECIAL RESOLUTION

2. To consider, and if thought fit, pass with or without amendments, the following resolution as a special resolution:

**“THAT:**

- (a) the memorandum and articles of association of the Company be and is hereby amended in the following manner (collectively, the “**Amendments**”):

- (i) Existing Clause 2 of the Memorandum of Association:

The registered office will be situate at the offices of Estera Trust (Cayman) Limited, PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.

By deleting Clause 2 in its entirety, and inserting in place thereof the new Clause 2 as set out below:

The registered office is situated at the offices of Ocorian Trust (Cayman) Limited, PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.

- (ii) Article 1(b) of the Articles of Association:

In the definition of the Listing Rules, the words “the Growth Enterprise Market of” be deleted in its entirety; and

- (b) any one of the directors of the Company, the registered office services provider, or the company secretary of the Company be and is hereby authorised to take such actions and execute such documents for and on behalf of the Company as he or she may consider appropriate and expedient to carry out or give effect to the Amendments and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in the Cayman Islands and Hong Kong.”

By order of the Board of  
**Fineland Real Estate Services Group Limited**  
**Fong Ming**  
*Chairman*

Hong Kong, 5 October 2020

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM (and any adjournment of such meeting) shall be entitled to appoint one or if he is a holder of two or more shares of the Company, more than one, proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time for holding the EGM or any adjournment thereof.
4. To ascertain the members' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from 21 October 2020 to 27 October 2020 (both days inclusive), during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on 20 October 2020.
5. Members of the Company or their proxies shall produce documents of their proof of identity when attending the EGM.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at [www.finelandassets.com](http://www.finelandassets.com) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.
7. Considering the outbreak of the coronavirus (COVID-19), certain measures will be implemented at the EGM with a view to addressing the risk to attendees of infection, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check; and (b) wear surgical masks prior to admission to the EGM venue; (ii) all attendees being required to wear surgical masks throughout the EGM; (iii) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and (iv) no refreshment packs or coffee/tea being provided.

The Company reminds attendees that they should carefully consider the risks of attending the EGM, taking into account their own personal circumstances. The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the EGM (if any).

*As at the date of this notice, the executive Directors are Ms. Rong Haiming, Mr. Yi Ruofeng and Ms. Tse Lai Wa; the non-executive Director is Mr. Fong Ming; and the independent non-executive Directors are Mr. Leung Wai Hung, Mr. Liao Junping, Mr. Tian Qiusheng and Mr. Du Chenhua.*