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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 28 December 2020 at 11th Floor, No. 28 Tiyu East Road, Tianhe District, Guangzhou, the PRC for the following purpose:

ORDINARY RESOLUTION

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

“THAT:

- (a) the Share Purchase Agreement (as defined in the circular of the Company dated 3 December 2020 (the “**Circular**”) entered into between Guangzhou Fangrun Property Agency Limited (廣州方潤房地產代理有限公司) as the Purchaser, Guangzhou Leguan Investment Co., Ltd. (廣州市樂冠投資有限公司) as Vendor A, and Dongling Grain (HK) Co., Limited (東凌糧油(香港)有限公司) as Vendor B, 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, pursuant to which the Vendors have conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire, approximately 66.31% of the equity interests in Guangzhou Fineland E-Life Service Co., Ltd. (廣州方圓現代生活服務股份有限公司) (the “**Proposed Acquisition**”) and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) 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 Proposed Acquisition.”

2. “**THAT** subject to and conditional upon the passing of ordinary resolution 1 in this notice:
- (a) the 2020 FGH Master Property Management Services Agreement (as defined in the Circular), a copy of which is tabled at the meeting and marked “B” and signed by the chairman of the meeting for the purpose of identification) to be 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 2020 FE Master Property Management Services Agreement (as defined in the Circular), a copy of which is tabled at the meeting and marked “C” and signed by the chairman of the meeting for the purpose of identification) to be entered into between the Company and Guangdong Fineland Education Investment Limited (廣東方圓教育投資有限公司) and the transactions contemplated therein be and are hereby approved, confirmed and ratified;
 - (c) the Proposed Annual Caps for the period from the completion of the Proposed Acquisition up until 31 December 2023 (as set out in the Circular) be and are hereby approved; and
 - (d) 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 2020 Master Property Management Services Agreements and the transactions contemplated therein (including the Proposed Annual Caps).”

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

Hong Kong, 3 December 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 Shops 17M, 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 22 December 2020 to 28 December 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 21 December 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 and on the HKExnews website of the Stock Exchange at 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.