
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Times Neighborhood Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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时代邻里
TIMES NEIGHBORHOOD

Times Neighborhood Holdings Limited

時代鄰里控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9928)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND BUY-BACK SHARES RE-ELECTION OF RETIRING DIRECTORS DECLARATION OF FINAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Times Neighborhood Holdings Limited to be held at Boardroom II, Level 5, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 20 May 2021 at 2:30 p.m. is set out on pages 18 to 23 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.shidaiwuye.com). Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting (or any adjournment thereof) if they so wish.

PRECAUTIONARY MEASURES AND SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

Please refer to page 1 of this circular for precautionary measures being implemented at the Annual General Meeting to try to prevent and control the spread of the novel coronavirus ("COVID-19"), including, without limitation:

- all attendees being required to (a) undergo body temperature screening; and (b) wear surgical face masks prior to admission to the Annual General Meeting venue;
- all attendees who are subject to health quarantine prescribed by the Hong Kong Government not being admitted to the Annual General Meeting venue;
- all attendees being required to wear surgical masks throughout the Annual General Meeting;
- appropriate seating arrangement being implemented; and
- no distribution of corporate gift or refreshment.

The Company reminds attendees that they should carefully consider the risks of attending the Annual General Meeting, taking into account their own personal circumstances. Furthermore, the Company would like to remind the Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising their voting rights and strongly recommends that Shareholders appoint the chairman of the Annual General Meeting as their proxy and submit their form of proxy as early as possible. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue;
- (ii) Each attendee may be asked whether (a) he/she has travelled outside of Hong Kong within the 14-day period immediately before the Annual General Meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue;
- (iii) All attendees are required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats; and
- (iv) No refreshment will be served, and there will be no corporate gift.

Pursuant to the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G) (the “**Regulation**”), group gatherings of more than 50 persons for shareholders’ meetings are required to be accommodated in separate rooms or partitioned areas of not more than 50 persons each.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this circular.

The Company will keep the Shareholders informed by way of further announcement if there are any material updates on the Regulation which would affect the Annual General Meeting.

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong.

If any Shareholder has any question relating to the meeting, please contact Computershare Hong Kong Investor Services Limited, the Company’s share registrar in Hong Kong as follow:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Boardroom II, Level 5, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 20 May 2021 at 2:30 p.m., or any adjournment thereof and notice of which is set out on pages 18 to 23 of this circular
“Articles of Association”	the articles of association of the Company adopted (as amended from time to time)
“Best Source”	Best Source Ventures Limited (卓源創投有限公司), a company incorporated in the BVI with limited liability on 9 April 2020 and wholly owned by Super Reach, one of the Controlling Shareholders
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to buy-back Shares not exceeding 10% of the number of issued Shares as at the date of passing of the relevant resolution granting the Buy-back Mandate
“BVI”	British Virgin Islands
“Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended, supplemented and/or otherwise modified from time to time
“Company” or “we”	Times Neighborhood Holdings Limited (時代鄰里控股有限公司), an exempted company incorporated in the Cayman Islands as an exempted company with limited liability on 12 July 2019
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and, unless the context requires otherwise, refers to the controlling shareholders of the Company, being Mr. Shum, Ms. Li, Renowned Brand, East Profit, Best Source and Super Reach
“Director(s)”	the director(s) of the Company

DEFINITIONS

“East Profit”	East Profit Management Limited (東利管理有限公司), a company incorporated in the BVI with limited liability on 9 July 2007 and wholly owned by Ms. Li, one of the Controlling Shareholders
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	19 December 2019, being the date on which the Shares are listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Mr. Shum”	Mr. Shum Chiu Hung (岑釗雄), one of the Controlling Shareholders and the spouse of Ms. Li
“Ms. Li”	Ms. Li Yiping (李一萍), one of the Controlling Shareholders and the spouse of Mr. Shum
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan
“Renowned Brand”	Renowned Brand Investments Limited (佳名投資有限公司), a company incorporated in the BVI with limited liability on 22 March 2006 and wholly owned by Mr. Shum, one of the Controlling Shareholders

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Super Reach”	Super Reach Ventures Limited (超達創投有限公司), a company incorporated in the BVI with limited liability on 16 April 2020 and 60% owned by Renowned Brand and 40% owned by East Profit, one of the Controlling Shareholders
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“Times China”	Times China Holdings Limited (時代中國控股有限公司) (stock code: 1233), an exempted company incorporated in the Cayman Islands with limited liability on 14 November 2007, the shares of which are listed on the Main Board of the Stock Exchange, and is an associated corporation of the Company
“Times China Group”	Times China and its subsidiaries
“%”	per cent

LETTER FROM THE BOARD



Times Neighborhood Holdings Limited

時代鄰里控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9928)

Executive Directors:

Ms. Wang Meng
Mr. Yao Xusheng
Ms. Xie Rao
Ms. Zhou Rui

Non-Executive Directors:

Mr. Bai Xihong (*Chairman*)
Mr. Li Qiang

Independent Non-Executive Directors:

Mr. Lui Shing Ming, Brian
Dr. Wong Kong Tin
Dr. Chu Xiaoping

Registered office:

71 Fort Street
PO Box 500
George Town
Grand Cayman
KY1-1106
Cayman Islands

*Head office and principal place of
business in the PRC:*

1103, 11th Floor
410 Dongfeng Middle Road
Yuexiu District, Guangzhou
Guangdong Province
PRC

*Principal place of business
in Hong Kong:*

Suites 3905-3908, 39th Floor
Two Exchange Square
8 Connaught Place
Central
Hong Kong

19 April 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND BUY-BACK SHARES
RE-ELECTION OF RETIRING DIRECTORS
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting, among other things, (a) granting of the General Mandate to issue Shares and the Buy-back Mandate to buy-back Shares; (b) the re-election of the retiring Directors; and (c) the declaration of final dividend.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 5(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 985,672,747 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 5(A) and on the basis that no further Shares are issued or bought-back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 197,134,549 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 5(C), the number of Shares purchased by the Company under ordinary resolution numbered 5(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 5(A) provided that such additional amount shall represent up to 10% of the number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Buy-back Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

BUY-BACK MANDATE TO BUY-BACK SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buy-back Mandate to the Directors to exercise the powers of the Company to buy-back Shares representing up to 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Buy-back Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buy-back Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, will retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Mr. Yao Xusheng, Ms. Zhou Rui and Dr. Wong Kong Tin will retire and, being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

LETTER FROM THE BOARD

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

RE-APPOINTMENT OF THE INDEPENDENT AUDITOR

Ernst & Young will retire as the independent auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Ernst & Young as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has recommended the payment of a final dividend of RMB7.1 cents per Share in respect of the year ended 31 December 2020. Conditional upon the passing of ordinary resolution numbered 2 by the Shareholders at the Annual General Meeting to be held on Thursday, 20 May 2021, the register of members of the Company will be closed from 26 May 2021 to 28 May 2021 (both dates inclusive) during which period no transfer of Shares will be registered. Shareholders registered under the Hong Kong branch register of members as of 28 May 2021 will be entitled to the final dividend. The final dividend is expected to be paid on or about 2 July 2021. The final dividend shall be declared in RMB and paid in HK\$. The final dividend payable in HK\$ will be converted from RMB to HK\$ at the average exchange rate of HK\$ against RMB announced by the People's Bank of China on 20 May 2021. In order to determine the identity of the Shareholders who are entitled to the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 May 2021.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 18 to 23 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Buy-back Mandate to buy-back Shares, the re-election of the retiring Directors, and declaration of final dividend.

For determining eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 14 May 2021 to 20 May 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares, accompanied by the

LETTER FROM THE BOARD

relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 13 May 2021.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.shidaiwuye.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 72 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice will be taken by way of poll.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

LETTER FROM THE BOARD

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

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

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares, the Buy-back Mandate to buy-back Shares, the re-election of the retiring Directors and the declaration of final dividend are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

Times Neighborhood Holdings Limited

Mr. Bai Xihong

Chairman

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

EXECUTIVE DIRECTORS

Mr. Yao Xusheng (姚旭升), aged 57, was appointed as our executive Director on 26 August 2019 and is primarily responsible for the day-to-day operations and administrative matters of the Group. Mr. Yao is also our vice president. Mr. Yao joined the Group in June 1998 and served as the general manager at Guangzhou Times Property Management Co., Ltd. from June 1998 to January 2019. He served as the general manager at Guangzhou Wanning Property Management Co., Ltd. (“**Guangzhou Wanning**”) from May 2016 to December 2020. He has been serving as a deputy general manager of the Group since February 2019 and a director of Guangzhou Times Neighborhood Corporate Governance Co., Ltd. (“**Guangzhou Times Neighborhood**”) since August 2019.

Prior to joining the Group, from October 1982 to May 1996, Mr. Yao worked at White Swan Hotel (白天鵝賓館) where he was responsible for the daily operations of room service department.

Mr. Yao received his diploma in tourism and hospitality management from Guangzhou Vocational School of Tourism and Business (廣州市旅遊商務職業學校) (formerly known as Guangzhou No. 1 Tourism School (廣州市第一旅遊學校)) in the PRC in June 1982. Mr. Yao obtained his National Property Management Manager Certificate (全國物業管理企業經理崗位證書) from the Personnel Education Department of the Ministry of Construction (建設部人事教育司) and the Housing and Real Estate Department of the Ministry of Construction (建設部住宅與房地產業司) in May 2006. He was also awarded as an Outstanding Person of Guangdong Property Management Industry for the Year 2014-2016 (廣東省物業管理行業(2014-2016)「傑出人物」) from Guangdong Property Management Industry Association (廣東省物業管理行業協會) in September 2016; in August 2020, he was rated by Guangdong Property Management Industry Institute as the “Leader” for the 20th anniversary of the establishment of Guangdong property management industry; in December 2020, he was rated among “China’s Top 100 Property Managers in 2020 (2020中國物業經理人100強)” and “China’s Top 50 Property Managers in Greater Bay Area in 2020 (2020中國物業經理人大灣區50強)” in the “China’s Property Managers for 2020” sponsored by Leju Finance and co-sponsored by Sina Finance, Chinese Entrepreneurs, Fangchan.com and Beijing CPMRI Information Technology Ltd.

Save as disclosed above, Mr. Yao has not held any directorship in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He is not a director of and does not hold any executive position in any member of the Group. Save as disclosed above, Mr. Yao does not have any relationship with any Director, senior management or substantial Shareholders or the Controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Yao held 200,000 Shares.

Mr. Yao has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either Mr. Yao or the Company. Pursuant to the service contract, he does not receive any Director's fee from the Company. Pursuant to the Articles of Association, he shall be subject to retirement by rotation and re-election at the annual general meeting of the Company. His remuneration packages may be adjusted by the Board according to the suggestions of the remuneration committee of the Company and by reference to his duties and responsibilities, the performance of the Company, current market conditions and remuneration benchmarks in the industry.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Yao that need to be brought to the attention of the Shareholders.

Ms. Zhou Rui (周銳), aged 36, was appointed as our executive Director on 26 August 2019 and is primarily responsible for the financial management, capital operations and internal control of our Group. Ms. Zhou has been serving as the general manager of our financial management center since August 2019. From March 2019 to August 2019, she served as the financial manager at Guangzhou Times Neighborhood.

Ms. Zhou joined the Group as the financial manager of the financial management center in March 2019. Prior to joining the Group, from August 2006 to November 2017, Ms. Zhou worked at KPMG Huazhen LLP Guangzhou Branch (畢馬威華振會計師事務所(特殊普通合伙)廣州分所) where her last position was an auditor manager and was primarily responsible for the audit of corporate financial statements. From December 2017 to March 2018, Ms. Zhou served as a financial manager at Guangzhou R&F Properties Co., Ltd. where she was primarily responsible for its financial and accounting matters. From March 2018 to March 2019, Ms. Zhou worked as a financial manager of financial capital and cost center at Guangzhou Times Holdings Group Company Limited.

Ms. Zhou received her bachelor of arts degree in English from South China University of Technology (華南理工大學) in the PRC in July 2006. She was admitted as a Certified PRC Public Accountant (中國註冊會計師) certified by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in June 2015.

Save as disclosed above, Ms. Zhou has not held any directorship in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. She is not a director of and does not hold any executive position in any member of the Group. Save as disclosed above, Ms. Zhou does not have any relationship with any Director, senior management or substantial Shareholders or the Controlling Shareholders of the Company. As at the Latest Practicable Date, Ms. Zhou held 200,000 Shares.

Ms. Zhou has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either Ms. Zhou or the Company. Pursuant to the service contract, she does not receive any Director's fee from the Company. Pursuant to the Articles of Association, she shall be subject to retirement by rotation and re-election at the annual general meeting of the Company. Her remuneration packages may be adjusted by the Board according to the suggestions of the remuneration committee of the Company and by reference to her duties and responsibilities, the performance of the Company, current market conditions and remuneration benchmarks in the industry.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Ms. Zhou that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Wong Kong Tin (黃江天), Justice of the Peace, aged 54, was appointed as our independent non-executive Director on 3 December 2019 and is responsible for providing independent advice on the operations and management of the Group.

Dr. Wong has over 27 years of practical experience in handling legal affairs in Greater China. From June 2010 to July 2014, Dr. Wong served as an independent non-executive director at Great Wall Technology Company Limited (長城科技股份有限公司), a power products manufacturer and distributor previously listed on the Stock Exchange (stock code: 0074) and automatically delisted in July 2014, where he was responsible for supervising and providing independent advice to the board. Since December 2017, Dr. Wong has been serving as an independent non-executive director at NOVA Group Holdings Limited (諾發集團控股有限公司) (formerly known as Mega Expo Holdings Limited), a company principally engaged in the cultural entertainment business and exhibition business and listed on the Stock Exchange (stock code: 1360), where he has been responsible for supervising and providing independent advice to the board.

Dr. Wong received his bachelor's degree and master's degree in law from Peking University (北京大學) in the PRC in July 1993 and July 1995, respectively. He received his doctor's degree in constitutional law and administrative law from Renmin University of China (中國人民大學) in the PRC in July 2001 and his postgraduate diploma in English and Hong Kong Law from The Manchester Metropolitan University in the United Kingdom in July 2001 through attending long distance learning courses. Dr. Wong was admitted as an associate of Chartered Institute of Arbitrators (英國特許仲裁學會) in May 2002, an associate of Hong Kong Institute of Arbitrators (香港仲裁司學會) in August 2002, a Registered Financial Planner (註冊財務策劃師) certified by the Society of Registered Financial Planners (註冊財務策劃師協會) in July 2008, a fellow member of the Hong Kong Institute of Directors (香港董事學會) in September 2008 and a founding member of the Hong Kong Independent Non-executive Director Association (香港獨立非執行董事協會) in October 2015. He has been serving as a

panel member of Hong Kong Solicitors Disciplinary Tribunal (香港律師紀律審裁團) since May 2010, the chairman of Hong Kong Liquor Licensing Board (香港酒牌局) since January 2018 and the chairman of the Hong Kong Property Management Ordinance Appeal Board (香港物業管理條例上訴委員會) since August 2020.

Save as disclosed above, Dr. Wong has not held any directorship in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Dr. Wong is not a director of and does not hold any executive position in any member of the Group. Dr. Wong does not have any relationship with any Director, senior management or substantial Shareholders or the Controlling Shareholders of the Company. As at the Latest Practicable Date, Dr. Wong held 200,000 Shares.

Dr. Wong entered into a letter of appointment with the Company for an initial term of three years commencing on the Listing Date, which may be terminated by Dr. Wong or the Company by giving not less than three months written notice, and shall comply with provisions in relation to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Pursuant to the letter of appointment, his Director's fee is RMB300,000 per year. His remuneration packages may be adjusted by the Board according to the suggestions of the remuneration committee of the Company and by reference to his duties and responsibilities, the performance of the Company, current market conditions and remuneration benchmarks in the industry.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Dr. Wong that need to be brought to the attention of the Shareholders.

Further information in relation to the re-election of the retiring Directors

Procedure for nomination of Directors (including independent non-executive Directors)

The nomination committee of the Company will give consideration to the current composition and size of the Board and the Board diversity policy (the “**Board Diversity Policy**”) adopted by the Company to identify or select suitable candidates. The nomination committee of the Company will then hold a meeting and/or by way of written resolutions to provide the relevant information of the selected candidate to the remuneration committee of the Company for consideration of the remuneration package of such selected candidate and the recommendation to the Board for appointment; the remuneration committee of the Company will make the recommendation to the Board on the policy and structure for the remuneration; the Board will finally deliberate and decide the appointment as the case may be.

Recommendation of the Board

The Board has considered Mr. Yao Xusheng's extensive experience in the property management fields, his working profile and other experience and factors as set out in Appendix I to this circular, and the Board has also reviewed his overall contribution and service to the Company, including his attendance of Board meetings and general meetings, the level of participation and performance on the Board, and believes Mr. Yao would contribute to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning, to achieve diversification while maintaining high standards of corporate governance.

The Board has considered Ms. Zhou Rui's extensive experience in the financial management and capital operation fields, her working profile and other experience and factors as set out in Appendix I to this circular, and the Board has also reviewed her overall contribution and service to the Company, including her attendance of Board meetings and general meetings, the level of participation and performance on the Board, and believes Ms. Zhou would contribute to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning, to achieve diversification while maintaining high standards of corporate governance.

The Board has considered Dr. Wong Kong Tin's extensive experience in the legal and regulatory fields, his working profile and other experience and factors as set out in Appendix I to this circular, and the Board has also reviewed his overall contribution and service to the Company, including his attendance of Board meetings and general meetings, the level of participation and performance on the Board, and believes Dr. Wong would contribute to ensure that the Board has the appropriate balance of skills, experience and diversity of perspectives necessary on the legal aspect to enhance the efficiency and effectiveness of the Board and to achieve diversification while maintaining high standards of corporate governance. The Board has also taken into account Dr. Wong's contributions as the independent non-executive Director and his commitment to his role. The Company has also received his independence confirmation pursuant to Rule 3.13 of the Listing Rules and was satisfied with his independence. The Board believes the independent non-executive Director is independent.

In view of the above, the Board believes the respective education, background and experience of the above executive Directors and independent non-executive Director will allow them to provide valuable insights and contribute to the diversity of the Board and therefore should be re-elected.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 985,672,747 Shares of nominal value of HK\$0.01 each which have been fully paid. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought-back before the Annual General Meeting, the Company will be allowed to buy-back a maximum of 98,567,274 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to buy-back its Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

Buy-back of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Directors may not buy-back the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

The Directors have no present intention to buy-back any Shares and they would only exercise the power to buy-back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors believe that if the Buy-back Mandate is exercised in full, it may have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2020, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

UNDERTAKING OF THE DIRECTORS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Super Reach, Best Source, East Profit, Renowned Brand, Ms. Li and Mr. Shum are deemed to be interested in 461,793,077 Shares, respectively through its controlled corporations under the SFO, representing approximately 46.85% of the issued Shares. In the event that the Directors should exercise in full the Buy-back Mandate, such interests will be increased to approximately 52.06% of the issued Shares.

To the best knowledge and belief of the Directors, such increase may give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to buy-back the Shares to the extent that will trigger the obligations under the Takeovers Code for Super Reach, Best Source, East Profit, Renowned Brand, Ms. Li and Mr. Shum to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making buy-back on the Stock Exchange if buy back results in the Company's public float falling below 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company. The Directors do not propose to buy-back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE BUY-BACK MADE BY THE COMPANY

No buy-backs of Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months immediately prior to the Latest Practicable Date were as follows:

Month	Highest prices HK\$	Lowest prices HK\$
2020		
April	6.93	5.53
May	9.05	6.25
June	10.94	9.15
July	13.50	10.32
August	13.74	10.68
September	11.34	8.83
October	10.44	7.55
November	8.53	6.80
December	8.23	6.72
2021		
January	8.80	6.85
February	7.72	6.45
March	7.09	5.51
April (up to the Latest Practicable Date)	6.29	5.73

NOTICE OF ANNUAL GENERAL MEETING



Times Neighborhood Holdings Limited

時代鄰里控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9928)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Times Neighborhood Holdings Limited (the “**Company**”) will be held at Boardroom II, Level 5, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 20 May 2021 at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and independent auditor of the Company for the year ended 31 December 2020.
2. To declare a final dividend of RMB7.1 cents per share for the year ended 31 December 2020.
3. (a) To re-elect the following retiring directors of the Company (the “**Directors**”):
 - i. Mr. Yao Xusheng as an executive Director;
 - ii. Ms. Zhou Rui as an executive Director; and
 - iii. Dr. Wong Kong Tin as an independent non-executive Director.
- (b) To authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Ernst & Young as independent auditor of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) “That:

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

(4) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares, shall not exceed the aggregate of:

(a) 20% of the number of issued shares of the Company as at the date of passing this resolution; and

(b) (if the Board is so authorised by resolution numbered 5(C)) the aggregate number of shares of the Company bought-back by the Company subsequent to the passing of resolution numbered 5(B) (up to a maximum equivalent to 10% of the number of issued shares of the Company as at the date of passing resolution numbered 5(B)),

and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:–

(a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:–

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

(2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or

(3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

(b) “**Rights Issue**” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “That:

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to buy-back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares to be bought-back pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:–

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:–

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 5(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued shares of the Company bought-back by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company as at the date of passing of the said resolutions.”

By order of the Board
Times Neighborhood Holdings Limited
Mr. Bai Xihong
Chairman

Hong Kong, 19 April 2021

Registered office:

71 Fort Street
PO Box 500
George Town
Grand Cayman
KY1-1106
Cayman Islands

*Principal place of business and
head office in the PRC:*

1103, 11th Floor
410 Dongfeng Middle Road
Yuxiu District, Guangzhou
Guangdong Province
PRC

Principal place of business in Hong Kong:

Suites 3905-3908, 39th Floor
Two Exchange Square
8 Connaught Place
Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Resolution numbered 5(C) will be proposed to the shareholders of the Company for approval provided that resolutions numbered 5(A) and 5(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (iii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iv) In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The register of members of the Company will be closed from 14 May 2021 to 20 May 2021, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 13 May 2021.
- (vi) The register of members of the Company will be closed from 26 May 2021 to 28 May 2021, both days inclusive, in order to determine the entitlement of shareholders to receive the final dividend of the Company, during which period no share transfers will be registered. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 May 2021.
- (vii) In respect of resolutions numbered 3 above, Mr. Yao Xusheng, Ms. Zhou Rui and Dr. Wong Kong Tin will retire, and being eligible to be re-elected. Details of the above retiring Directors are set out in Appendix I to the circular dated 19 April 2021.
- (viii) In respect of the resolution numbered 5(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (ix) In respect of resolution numbered 5(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to buy-back shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated 19 April 2021.
- (x) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.