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Zhenro Services Group Limited

正榮服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6958)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Zhenro Services Group Limited (the “Company”) will be held at 2/F., Building 7, Hongqiao Zhenro Center, 666 Shenhong Road, Minhang District, Shanghai, PRC on Monday, 28 June 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the sale and purchase agreement dated 19 May 2021 (the “**Sale and Purchase Agreement**”) entered into by and among Fuzhou Huihua Enterprise Management Consultancy Co., Ltd.* (福州匯華企業管理諮詢有限公司) and Fujian Zhenro Property Service Co., Ltd.* (福建正榮物業服務有限公司) (each a wholly-owned subsidiary of the Company) as purchasers, Zhenro Properties Holdings Company Limited* (正榮地產控股股份有限公司) as vendor, and Zhenro Commercial Management Co., Ltd.* (正榮商業管理有限公司) (the “**Target Company**”) and the transactions contemplated thereunder be and are hereby confirmed and approved; and
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder.”

2. “THAT

- (a) the commercial property management and consultancy services framework agreement dated 19 May 2021 entered into between the Target Company and Zhenro Properties Group Limited (the “**Consultancy Services Agreement**”) and the transactions contemplated thereunder be and are hereby confirmed and approved;
- (b) the proposed annual caps in relation to the transactions contemplated under the Consultancy Services Agreement for each of the two years ending 31 December 2022 be and are hereby approved; and

- (c) the Directors be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Consultancy Services Agreement and the transactions contemplated thereunder.”

By order of the Board
Zhenro Services Group Limited
Huang Xianzhi
Chairman

Hong Kong, 9 June 2021

Notes:

- (i) All resolutions set out in this notice will be put to vote by way of poll at the EGM pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Accordingly, each of the resolutions to be proposed at the EGM will be put to vote by way of poll, pursuant to Article 72 of the Articles of Association. Article 79 of the Articles of Association provides that on a poll, every shareholder present in person or by proxy shall have one vote for each share registered in his name in the register. An explanation of the detailed procedures of voting by poll will be provided to the shareholders at the EGM. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.zhenrowy.com).
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, 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 thereof) not less than 48 hours before the time appointed for the holding of the above meeting or not less than 48 hours before the time appointed for the holding of any adjournment thereof. 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) For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 23 June 2021 to Monday, 28 June 2021, (both days inclusive), during which period no share transfers can be registered. In order to determine the identity of the members of the Company who are entitled to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificate(s) and transfer forms must be lodged with the Company's Hong Kong branch 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 no later than 4:30 p.m. (Hong Kong time) on Tuesday, 22 June 2021.

As at the date of this notice, Mr. Lin Xiaotong and Mr. Kang Hong are the executive directors of the Company; Mr. Huang Xianzhi and Mr. Chan Wai Kin are the non-executive directors of the Company; and Mr. Ma Haiyue, Mr. Au Yeung Po Fung and Mr. Zhang Wei are the independent non-executive directors of the Company.

* *for identification purpose only*