
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Redsun Services Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the 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 transferee.

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Redsun Services Group Limited

弘陽服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1971)

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS (2) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND (3) NOTICE OF THE ANNUAL GENERAL MEETING

Capitalised terms used in this cover shall have the same meanings as those defined in this circular.

A notice convening the annual general meeting of Redsun Services Group Limited to be held at Unit 6111–12, 61/F, The Center, No. 99 Queen's Road Central, Hong Kong on Wednesday, 22 June 2022 at 10:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also sent to the Shareholders together with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.rsunservice.hk).

Whether or not you intend 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 the same to Computershare, the branch share registrar of the Company in Hong Kong, 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 shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so desire.

PRECAUTIONARY MEASURES FOR PHYSICAL ATTENDANCE AT THE AGM

To ensure the safety of the AGM attendees and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM. These measures include, but are not limited to:

1. limiting the number of the AGM attendees to avoid a large gathering;
2. arranging venue seating to allow for appropriate social distancing;
3. conducting compulsory body temperature checks and requiring health declarations;
4. wearing of surgical face mask at all times; and
5. not providing souvenirs and beverages.

Any attendee who (a) does not comply with the precautionary measures; (b) is subject to any HKSAR Government prescribed quarantine or has close contact with any person under quarantine; or (c) has any flu-like symptoms or is otherwise unwell will be denied entry into or be requested to leave the meeting venue.

Shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy, instead of attending the AGM in person in consideration of health and safety reasons.

20 April 2022

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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 Unit 6111–12, 61/F, The Center, No. 99 Queen’s Road Central, Hong Kong on Wednesday, 22 June 2022 at 10:00 a.m., or any adjournment thereof, to consider and, if thought fit, approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 16 to 20 of this circular
“Articles of Association”	the amended and restated memorandum and articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Company”	Redsun Services Group Limited (弘陽服務集團有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1971)
“Computershare”	Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Yang Group Company”	Hong Yang Group Company Limited (弘陽集團有限公司), a limited liability company incorporated in Hong Kong and a controlling Shareholder
“Issuance Mandate”	a general mandate proposed to be granted to the Directors as set out in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	11 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“PRC”	the People’s Republic of China
“Redsun Services Group (Holdings)”	Redsun Services Group (Holdings) Limited (弘陽服務集團(控股)有限公司), a limited liability company incorporated under the laws of the British Virgin Islands, and a controlling Shareholder
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of HK\$0.01 each
“Shareholder(s)”	holder(s) of Share(s)
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors as set out in item 5 of the notice of the Annual General Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers as amended from time to time
“%”	per cent



Redsun Services Group Limited

弘陽服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1971)

Non-Executive Director:
Mr. ZENG Junkai (*Chairman*)

Executive Directors:
Mr. YANG Guang
Ms. ZENG Zixi

Independent Non-executive Directors:
Ms. WANG Fen
Mr. LI Xiaohang
Mr. ZHAO Xianbo

Registered Office:
Offices of Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Principal Place of Business and
Head Office in the PRC
25th Floor
Hong Yang Building
No. 9 Daqiao North Road
Nanjing, Jiangsu Province
the PRC

Place of Business in Hong Kong
registered under part 16
of the Companies Ordinance:
Unit 6111-12, 61/F
The Center
No. 99 Queen's Road Central
Hong Kong

20 April 2022

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information of the resolutions to be proposed, and if thought fit, to be approved at the Annual General Meeting in respect of:

- (i) the re-election of the retiring Directors; and

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- (ii) the granting of the Share Repurchase Mandate and the Issuance Mandate to the Directors.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting 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, shall 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. Pursuant to Article 112 of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under Article 112 of the Articles of Association shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

In accordance with Article 108(a) and Article 112 of the Articles of Association, Ms. Zeng Zixi, Mr. Zeng Junkai, Mr. Li Xiaohang and Mr. Zhao Xianbo shall retire from their offices as Directors at the Annual General Meeting. Ms. Zeng Zixi, Mr. Zeng Junkai, Mr. Li Xiaohang and Mr. Zhao Xianbo, being eligible, will offer themselves for re-election at the Annual General Meeting. The details of Ms. Zeng Zixi, Mr. Zeng Junkai, Mr. Li Xiaohang and Mr. Zhao Xianbo are set out in Appendix I to this circular.

The Nomination Committee had assessed and reviewed the written confirmation of independence of Mr. Li Xiaohang, Mr. Zhao Xianbo and Ms. Wang Fen based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules.

The Nomination Committee is of the view that Ms. Zeng Zixi, Mr. Zeng Junkai, Mr. Li Xiaohang and Mr. Zhao Xianbo would bring to the Board their respective perspective, skills and experience in real estate and other industries including investment and trading, as further described in their biographies in Appendix I to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee also considers that the working experience of Ms. Zeng Zixi, Mr. Zeng Junkai, Mr. Li Xiaohang and Mr. Zhao Xianbo in other industries would contribute to the diversity of the Board.

LETTER FROM THE BOARD

Moreover, the Nomination Committee has reviewed the structure and composition of the Board, the qualifications, skills, knowledge and experience and contributions of the retiring Directors (including Ms. Zeng Zixi, Mr. Zeng Junkai, Mr. Li Xiaohang and Mr. Zhao Xianbo), having regard to the nomination policy and the board diversity policy of the Company. The Nomination Committee is of the view that the retiring Directors have extensive experience in different fields and professions that are relevant to the Company's business. In addition, their respective background, experience and knowledge allow them to provide valuable and relevant insights and contribute to the diversity of the Board. Mr. Zeng Junkai, a chairman of the Nomination Committee, Mr. Li Xiaohang and Mr. Zhao Xianbo who are members and were present at the meeting of the Nomination Committee, abstained from voting at the meeting of the Nomination Committee when their respective nominations were being considered. Accordingly, the Nomination Committee has recommended them to the Board for re-election and the Board has endorsed the recommendations of the Nomination Committee and recommended all retiring Directors to stand for re-election at the Annual General Meeting.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES AND TO ISSUE SHARES

Pursuant to the resolutions passed in the last annual general meeting held on 18 June 2021, the Directors were granted (i) a general mandate to exercise all the powers of the Company to repurchase Shares with an aggregate number of not exceeding 10% of the aggregate number of the Shares in issue as at the Listing Date; and (ii) a general mandate to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the Listing Date, and such general mandate was extended by adding the total number of Shares repurchased by the Company since the granting of the share repurchase mandate in (i) above.

Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares and issue Shares if and when appropriate, ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (i) the granting of the Share Repurchase Mandate to the Directors to exercise all the powers of the Company to repurchase Shares with an aggregate number of not more than 10% of the aggregate number of the Shares in issue as at the date of passing of such ordinary resolution (i.e. 41,500,000 Shares, on the basis that the total number of issued Shares will remain unchanged on the date of the Annual General Meeting);
- (ii) the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of such ordinary resolution (i.e. 83,000,000 Shares on the basis that the total number of issued Shares will remain unchanged on the date of the Annual General Meeting); and

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- (iii) the extension of the Issuance Mandate by adding the total number of Shares repurchased by the Company since the granting of the Share Repurchase Mandate.

Each of the Issuance Mandate and the Share Repurchase Mandate will remain in effect until the earliest of the following:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the Articles of Association; or
- (iii) it is varied, revoked or renewed by an ordinary resolution of the Shareholders at a general meeting.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate or to issue any Shares pursuant to the Issuance Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with the information reasonably necessary to enable such Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. CLOSURE OF REGISTER OF MEMBERS

To attend and vote at the Annual General Meeting

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, both days inclusive. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with Computershare at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 16 June 2022.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is sent to the Shareholders together with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.rsunservice.hk). Whether or not you intend 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 the same to Computershare, the branch share registrar of the Company in Hong Kong, 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 shall not preclude you from attending and voting in person at the Annual General Meeting if you so desire.

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

6. RECOMMENDATION

The Directors consider that (i) the proposed re-election of the retiring Directors; and (ii) the proposed granting of the Share Repurchase Mandate and Issuance Mandate to the Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the Annual General Meeting.

7. ADDITIONAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board
Redsun Services Group Limited
Zeng Junkai
Chairman

The following are the details of the Directors who will retire, and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTOR

Ms. ZENG Zixi (曾子熙女士)

Ms. ZENG Zixi (曾子熙), whose former name was Zeng Cheng (曾程) (“Ms. Zeng”), aged 29, was appointed as our executive Director on March 16, 2020 and our vice president since October 31, 2018. She had been our assistant president from March 2017 to October 2018 and the vice general manager of our operational management department when she joined our Group in September 2016, and remained in position until March 2017. Ms. Zeng is primarily responsible for the operational management of our Group. From July 2016 to September 2016, Ms. Zeng was the general manager of Nanjing Hong Yang Plaza (南京弘陽廣場) business operation department of Nanjing Hong Yang Business Management Co., Ltd. (南京弘陽商業管理有限公司), a company that is controlled by Mr. Zeng Huansha, the ultimate Controlling Shareholder, and was mainly responsible for the operational management of the project Nanjing Hong Yang Plaza. She has approximately four years of experience in property management services. Prior to joining our Group, Ms. Zeng worked as an analyst in ABC International Holdings Limited from July 2015 to June 2016, where she was mainly responsible for assisting in securities trading clearing and accounts maintenance.

Ms. Zeng graduated from Renmin University of China (中國人民大學) in the PRC in July 2015, where she obtained a bachelor degree in journalism. Ms. Zeng is the daughter of Mr. Zeng Huansha, who is our ultimate Controlling Shareholder and a sister of Mr. Zeng Junkai, a non-executive director of the Company.

Ms. Zeng has entered into a Director’s service agreement with the Company for a term of three years, subject to retirement from office and re-election at the next following general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the Director’s service agreement, Ms. Zeng will receive an annual Director’s emolument of RMB300,000 in her capacity as an executive Director, which is subject to annual review by the Board and was determined on the basis of his experience, knowledge, qualifications, duties and responsibilities within the Group and the prevailing market conditions, and management bonus and other benefits as determined by the Board at its discretion from time to time.

Ms. Zeng held no other directorships in any listed public companies in the last three years. Ms. Zeng does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Zeng did not have any other interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Ms. Zeng that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and no other matter in relation to his proposed re-election that needs to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. ZENG Junkai (曾俊凱先生)

Mr. ZENG Junkai, aged 28, has been appointed as the chairman of the Board, a non-executive Director, an Authorized Representative, the chairman of the Nomination Committee and a member of the Audit Committee on 23 December 2021.

Mr. Zeng Junkai has been an executive director and a vice president of Redsun Properties Group Limited (“**Redsun Properties**”, together with its subsidiaries, the “**Redsun Properties Group**”), a company listed on the Stock Exchange of Hong Kong Limited (stock code: 1996), since February 2021, and the general manager of the Nanjing regional companies (南京區域公司總經理) of the Redsun Properties Group since January 2021. He served as the general manager of the Chengdu regional companies (成都區域公司總經理) of the Redsun Properties Group from October 2018 to January 2021 and the assistant president of Hong Yang Group Company Limited, the controlling shareholder of the Company, from May 2016 to October 2018.

Mr. Zeng Junkai graduated from Wharton School of Business, University of Pennsylvania in the United States of America and obtained a bachelor degree in Economics (majoring in Finance) in May 2016. Mr. Zeng Junkai is a youth committee member of China Overseas Chinese Entrepreneurs Association, an executive committee member of Federation of Industry and Commerce of Jiangsu Province and the executive vice president of Jiangsu Young Entrepreneurs Federation.

Mr. Zeng Junkai is (i) the son of Mr. Zeng Huansha, a controlling shareholder of the Company; and (ii) the brother of Ms. Zeng Zixi, an executive Director and the daughter of Mr. Zeng Huansha.

Mr. Zeng Junkai entered into a letter of appointment with the Company for a term of three years on 23 December 2021, subject to retirement from office and re-election at the next following general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the letter of appointment, Mr. Zeng Junkai will not receive any emolument from the Company.

As at the Latest Practicable Date, Mr. Zeng held 18,900,500 share options of Redsun Properties, being an associated corporation of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**Securities and Futures Ordinance**”)) under the pre-IPO share option scheme of Redsun Properties.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Zeng Junkai did not have any other interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Saved as disclosed above, Mr. Zeng Junkai (i) held no other directorships in any listed public companies in the last three years; and (ii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr. Zeng Junkai that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and no other matter in relation to his proposed re-election that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LI Xiaohang (李曉航先生)

Mr. LI Xiaohang (“**Mr. Li**”) aged 50, has been appointed as an independent non-executive Director and a member of the Nomination Committee, the Audit Committee and the Remuneration Committee of the Board of the Company respectively, on 2 August 2021. Mr. Li has over 21 years of working experience in engineering, town planning and city management. Mr. Li is a registered urban planner and a senior engineer for urban planning. He holds a master degree in engineering from University of Electronic Science and Technology of China.

Mr. Li has served as the chairman of the board of directors of Liaoning Shenhua Holdings CO., LTD. (formerly known as Shanghai Shenhua Holdings Co., Ltd., “**Shenhua Holdings**”), a company listed on the Shanghai Stock Exchange (the “**SSE**”) (stock code: 600653) from November 2019 to June 2021 and as the secretary of the party committee of Shenhua Holdings from October 2019 to June 2021. He has served as the secretary of the party committee and the chairman of the board of directors of Zhongxing Shenyang Commercial Building Group Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000715) from August 2014 to January 2018. In addition, Mr. Li has served in various government units, including the Shenyang Planning and Land Resources Bureau, the committee of Liaozhong district, Shenyang (瀋陽市遼中區委) and the district committee of Shenyang Dongling District (Hunnan New District), and has extensive experience in management in government bodies.

During Mr. Li’s term of office as a director of Shenhua Holdings, Shenhua Holdings received the “Decision on Criticizing Liaoning Shenhua Holdings and Relevant Responsible Persons” (《關於對遼寧申華控股及有關責任人予以通報批評的決定》) (2021 No. 28) (the “**SSE Decision**”) issued by the SSE on 15 April 2021. The SSE Decision was made on the basis that Shenhua Holdings failed (i) to follow decision-making procedures and fulfill information disclosure obligation as required regarding external guarantee; and (ii) to disclose the overdue matters of externally guaranteed debt in a timely manner in 2020. Hence, the SSE made a public criticism on Shenhua Holdings and its relevant responsible persons, including Mr. Li. Please see the letter of disciplinary decision on the SSE website for details of the SSE Decision.

Mr. Li resigned from all positions in Shenhua Holdings in June 2021, which took effect upon the election of the new director at its general meeting in June 2021.

The Nomination Committee and the Board believes, after prudent consideration that, the background, expertise, skills, experience and independence of Mr. Li can facilitate the decision-making ability of the Board, which will bring valuable insight and benefit to the Board and the Group, and are conducive to promoting the business development of the Company. To the best of the knowledge, information and belief of the Nomination Committee and the Board, the SSE Decision will not affect the suitability of Mr. Li to serve as an independent non-executive Director.

Mr. Li entered into a letter of appointment with the Company for a term of three years on 2 August 2021, subject to retirement from office and re-election at the next following general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the letter of appointment, Mr. Li will receive an annual Director's emolument of RMB200,000 in his capacity as an independent non-executive Director, which is subject to annual review by the Board and was determined on the basis of his experience, knowledge, qualifications, duties and responsibilities within the Group and the prevailing market conditions, and management bonus and other benefits as determined by the Board at its discretion from time to time.

Save as disclosed above, Mr. Li held no other directorships in any listed public companies in the last three years. Mr. Li does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Li does not have any other interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr. Li that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and no other matter in relation to his proposed re-election that needs to be brought to the attention of the Shareholders.

Mr. ZHAO Xianbo (趙現波先生)

Mr. ZHAO Xianbo (“**Mr. Zhao**”), aged 41, has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee respectively on 23 December 2021. Mr. Zhao has approximately 19 years of working experience in the industry of finance and auditing. Mr. Zhao is a member of each of the Chinese Institute of Certified Public Accountants (CICPA), the Institute of Public Accountants (IPA), Australia, and the Institute of Financial Accountants (IFA), the United Kingdom. He holds a bachelor's degree in Economics from Qingdao University in Shandong, China.

Mr. Zhao has been a partner of ShingWing LLP since November 2019. He was a partner of Ruihua Certified Public Accountants LLP from October 2016 to November 2019. Mr. Zhao has also worked at other accounting firms including Grant Thornton LLP and PanChina Certified Public Accountants LLP. He possesses extensive experience in finance and auditing.

Mr. Zhao entered into a letter of appointment with the Company for a term of three years on 23 December 2021, subject to retirement from office and re-election at the next following general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the letter of appointment, Mr. Zhao will receive an annual Director's emolument of RMB200,000 in his capacity as an independent non-executive Director, which is subject to annual review by the Board and was determined on the basis of his experience, knowledge, qualifications, duties and responsibilities within the Group and the prevailing market conditions, and management bonus and other benefits as determined by the Board at its discretion from time to time.

Save as disclosed above, Mr. Zhao held no other directorships in any listed public companies in the last three years. Mr. Zhao does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Zhao does not have any other interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr. Zhao that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and no other matter in relation to his proposed re-election that needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with information reasonably necessary to enable such Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares is 415,000,000.

Subject to the passing of the ordinary resolution in respect of the granting of the Share Repurchase Mandate and on the basis that the total number of issued Shares will remain unchanged on the date of the Annual General Meeting, being 415,000,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, up to 41,500,000 Shares, representing approximately 10% of the total number of issued Shares as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and Shareholders for the Directors to receive the general authority from the Shareholders to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

Any payment for the repurchase of Shares will be drawn from the profits or share premium of the Company or from the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Law of the Cayman Islands, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law of the Cayman Islands, out of capital.

4. IMPACT OF SHARE REPURCHASE

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, under the circumstances, have a material adverse effect in the opinion of the Directors on the working capital requirements of the Company or its gearing levels. However, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021 in the event that the Share Repurchase Mandate is exercised in full.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous twelve months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	4.49	4.22
May	4.45	4.13
June	4.75	3.94
July	4.49	3.69
August	4.78	3.92
September	4.74	3.86
October	4.55	3.80
November	4.48	4.13
December	4.34	3.95
2022		
January	4.30	3.70
February	3.81	3.43
March	3.60	2.80
April (<i>up to the Latest Practicable Date</i>)	3.14	2.95

6. GENERAL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company or its subsidiaries.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is exercised.

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

7. TAKEOVERS CODE

If as a result of a securities repurchase pursuant to the Share Repurchase 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 purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of the increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result.

As at the Latest Practicable Date, Redsun Services Group (Holdings) were entitled to exercise voting rights of approximately 72.77% of the total issued share capital of the Company.

If the Share Repurchase Mandate is fully exercised, then, the total number of Shares which will be repurchased pursuant to the Share Repurchase Mandate shall be 41,500,000 Shares (being 10% of the issued share capital of the Company based on the aforesaid assumptions). The percentage shareholding of Redsun Services Group (Holdings) will increase from approximately 72.77% to approximately 80.86% of the issued share capital of the Company immediately following the full exercise of the Share Repurchase Mandate. To the best knowledge and belief of the Directors, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

In the event that the Share Repurchase Mandate is fully exercised, the percentage of Shares held by the public would fall below the minimum prescribed level of 25% under the Listing Rules. However, the Directors have no present intention to exercise the Share Repurchase Mandate to such an extent that, under the circumstances, there would be insufficient public float as prescribed under the Listing Rules.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



Redsun Services Group Limited

弘陽服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1971)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of Redsun Services Group Limited (the “**Company**”) will be held at Unit 6111–12, 61/F, The Center, No. 99 Queen’s Road Central, Hong Kong on Wednesday, 22 June 2022 at 10 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2021.
2.
 - (a) To re-elect Ms. Zeng Zixi as an executive director of the Company;
 - (b) To re-elect Mr. Zeng Junkai as a non-executive director of the Company;
 - (c) To re-elect Mr. Li Xiaohang as an independent non-executive director of the Company; and
 - (d) To re-elect Mr. Zhao Xianbo as an independent non-executive director of the Company.
3. To authorize the board of directors of the Company (the “**Board**”) to fix the remuneration of all directors of the Company (the “**Directors**”).
4. To re-appoint Ernst & Young as the auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to fix their remuneration.
5. “**THAT:**
 - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;

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(b) the total number of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company) and the said mandate shall be limited accordingly; and

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. **“THAT:**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company, or securities convertible into shares of the Company, or options, warrants or similar rights to subscribe for any shares of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company;

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- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; and
- (iv) the exercise of rights of subscription or conversion under the term of any securities convertible into shares of the Company, or options, warrants or similar rights to subscribe for any shares of the Company;

shall not exceed 20% of the total number of issued shares of the Company on the date of passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company) and the said mandate shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

- 7. “**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of

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shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company).”

By Order of the Board
Redsun Services Group Limited
Zeng Junkai
Chairman

Hong Kong, 20 April 2022

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. 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 certified copy of that power of attorney or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited (“**Computershare**”) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong 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 shall not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. Where there are joint holders of any share, any one of such joint holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting personally or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.

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5. The 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**”) and the results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.rsunservice.hk) in accordance with the Listing Rules.

6. **Closure of Register of Members**

The register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, both days inclusive for determining the eligibility to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with Computershare at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 16 June 2022.

As of the date of this notice, Mr. Zeng Junkai is the non-executive Director; Mr. Yang Guang and Ms. Zeng Zixi are the executive Directors; and Ms. Wang Fen, Mr. Li Xiaohang and Mr. Zhao Xianbo are the independent non-executive Directors.