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

If you have sold or transferred all your shares in First Service Holding Limited, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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First Service Holding Limited

第一服务控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2107)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES**

AND

RE-ELECTION OF DIRECTORS

AND

DECLARATION OF FINAL DIVIDEND

AND

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF

ASSOCIATION AND ADOPTION OF

THE NEW MEMORANDUM AND ARTICLES

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening an Annual General Meeting of First Service Holding Limited to be held at the 3rd Floor, Building 10, Wanguocheng MOMA, No. 1 Xiangheyuan Road, Dongzhimenwai, Dongcheng District, Beijing, PRC on Tuesday, June 21, 2022 at 3:00 p.m. is set out on pages 38 to 43 of this circular. A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.firstservice.hk). Whether or not you are able 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 Company's share registrar in Hong Kong, Tricor Investor Services Limited at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 3:00 p.m. on Sunday, June 19, 2022) 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 FOR THE ANNUAL GENERAL MEETING

Please refer to page 1 of this circular for the measures to be implemented at the Annual General Meeting for the prevention and control of the spread of the 2019 Novel Coronavirus Disease (COVID-19), including but not limited to:

- compulsory body temperature check;
- compulsory wearing of surgical face mask (there is no available mask at the venue) at the venue of, and throughout, the Annual General Meeting;
- Allocation of designated seats for each attendee at the venue of the Annual General Meeting; and
- no distribution of gifts and no serving of refreshments, foods or drinks.

For the safety of attendees at the Annual General Meeting, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue, if such person:

- (i) refuses to comply with any of the above precautionary measures;
- (ii) has a body temperature of over 37.3 degrees Celsius; and
- (iii) has any flu-like symptoms or is otherwise unwell.

In response to the development of the COVID-19 and regulations or guidelines of relevant competent authorities, the Company will publish further latest arrangements for the Annual General Meeting at the website of the Company (www.firstservice.hk) or The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) as and when appropriate.

The Company wishes to remind Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the Annual General Meeting in person.

April 28, 2022

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing novel coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the Annual General Meeting to protect the health and safety of its Shareholders, staff and other stakeholders who attend the Annual General Meeting:

- (i) Compulsory body temperature checks will be conducted on each attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.3 degrees Celsius will be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue.
- (ii) Any person who has any flu-like symptoms or is otherwise unwell will be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue;
- (iii) All attendees are required to wear surgical face mask at the venue of, and throughout, the Annual General Meeting (including the time when queuing outside the Annual General Meeting venue for registration and during the Annual General Meeting), and there is no available mask at the venue;
- (iv) Designated seats will be allocated to each attendee to ensure proper social distance and for the convenience of tracking contact; and
- (v) No refreshments, foods or drinks will be served on attendees, and there will be no gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the health and safety of the attendees at the Annual General Meeting.

For the health and safety of all stakeholders, the Company wishes to remind Shareholders that physical attendance at the Annual General Meeting is not necessary for the purpose of exercising their voting rights. As an alternative, Shareholders may submit proxy forms with voting instructions inserted and appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting. 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, should you so wish. In such event, the submitted proxy form will be deemed to be revoked.

If you are not a registered Shareholder whose Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited, you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

In response to the development of the COVID-19 and regulations or guidelines of relevant competent authorities, the Company will publish further latest arrangements for the Annual General Meeting at the website of the Company (www.firstservice.hk) or The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) as and when appropriate.

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 the 3rd Floor, Building 10, Wanguocheng MOMA, No. 1 Xiangheyuan Road, Dongzhimenwai, Dongcheng District, Beijing, PRC on Tuesday, June 21, 2022 at 3:00 p.m. or any adjournment thereof and notice of which is set out on pages 38 to 43 of this circular
“Articles of Association” or “Memorandum and Articles of Association”	the memorandum and articles of association of the Company adopted on September 25, 2020 with effect from the Listing Date, as amended from time to time
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China
“Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, “the Company”	First Service Holding Limited 第一服务控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
Director	the director(s) of the Company
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares of not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate
“Group”, “our Group”, “we”, “our” or “us”	the Company and its subsidiaries
“Hong Kong dollars”, “HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	April 22, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Date”	the date, being October 22, 2020, on which the Shares were listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“New Memorandum and Articles”	the third amended and restated Memorandum and Articles of Association proposed to be adopted by the Company, to substitute and repeal the Memorandum and Articles of Association
“Nomination Committee”	the nomination committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares of not exceeding 10% of the number of issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“Proposed Amendment(s)”	the proposed amendments to the Articles of Association, details of which are set out in the Appendix III to this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended from time to time)
“Share(s)”	ordinary shares in the capital of our Company with a par value of US\$0.0000002 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases (as amended from time to time)
“%”	percent

References to dates and time in this circular are to Hong Kong dates and time.

LETTER FROM THE BOARD

First Service Holding Limited

第一服务控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2107)

Executive Directors:

Mr. Liu Peiqing (劉培慶)
Mr. Jia Yan (賈岩)
Mr. Jin Chungang (金純剛)
Ms. Zhu Li (朱莉)

Registered Office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Non-executive Directors:

Mr. Zhang Peng (張鵬) (*Chairman of the Board*)
Mr. Long Han (龍晗)

Headquarters in China:

3rd Floor, Building 10
Wanguocheng MOMA
No. 1 Xiangheyuan Road, Dongzhimenwai
Dongcheng District
Beijing, PRC

Independent Non-executive Directors:

Ms. Sun Jing (孫靜)
Mr. Cheng Peng (程鵬)
Mr. Chen Sheng (陳晟)

Principal Place of Business in Hong Kong:

31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

April 28, 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
DECLARATION OF FINAL DIVIDEND
AND
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF
ASSOCIATION AND ADOPTION OF
THE NEW MEMORANDUM AND ARTICLES
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) granting of the General Mandate to issue Shares; (ii) granting of the Repurchase Mandate to repurchase Shares; (iii) re-election of Directors; (iv) declaration of a final dividend; and (v) proposed amendments to the Memorandum and Articles of Association and adoption of the New Memorandum and Articles.

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 Shares or securities convertible into Shares or options, warrants or similar rights 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, 1,000,000,000 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 repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 200,000,000 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 5(C), the number of Shares repurchased by the Company under ordinary resolution numbered 5(B) will also be added to extend the limit under the General Mandate as mentioned in ordinary resolution numbered 5(A) provided that such additional number of Shares shall not exceed 10% of the number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new securities pursuant to the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

The Company will propose an ordinary resolution at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

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

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with article 16.19 of the Articles of Association, Mr. Jia Yan, Mr. Jin Chungang and Ms. Zhu Li will retire by rotation as a director and, they being eligible, will offer themselves for re-election at the Annual General Meeting.

With effect from March 30, 2022, Mr. Chen Sheng has been appointed as an independent non-executive director. In accordance with article 16.2 of the Articles of Association, Mr. Chen Sheng shall hold office until the next annual general meeting and shall be eligible for re-election.

The Nomination Committee has reviewed the structure and composition of the Board, confirmations and disclosures given by the re-elected Directors, integrity, experience, skills and ability to commit time and efforts to carry out duties and responsibilities of the re-elected Directors (with reference to the board diversity policy of the Company and nomination principles and criteria set out in the policy for the nomination of Directors), and the Company's corporate strategy.

In view of the background and work experience possessed by Mr. Chen Sheng, Mr. Jia Yan, Mr. Jin Chungang and Ms. Zhu Li, the Nomination Committee and the Board are of the view that they will continuously bring valuable experience, knowledge and professional skills to the Board for its efficient and effective functioning and diversity. Therefore, the Nomination Committee and Board recommended the re-election of all the above Directors.

Mr. Chen Sheng has been an independent non-executive Director since March 30, 2022, and he has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules to the Stock Exchange and the Company. The Board is satisfied that, taking into account, inter alia, the valuable independent judgement, advice and objective views contributed by Mr. Chen Sheng, he is of such character, integrity and experience commensurate with office of independent non-executive Director. The Board is not aware of any circumstance that might influence the independence of Mr. Chen Sheng.

Details of the above 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.

DECLARATION OF FINAL DIVIDEND

The Board recommends the payment of a final dividend of HK6.77 cents per share for the year ended December 31, 2021. Subject to the approval of the ordinary resolution numbered 2 by the Shareholders at the Annual General Meeting, the final dividend is expected to be paid on July 12, 2022 to the Shareholders whose names appear in the register of members of the Company on June 29, 2022.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

Reference is made to the announcement of the Company dated March 29, 2022. As stated in the aforesaid announcement, the Board proposed to seek for Shareholders' approval at the Annual General Meeting in respect of the Proposed Amendment, to (i) bring the Memorandum and Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (b) make some other housekeeping improvements.

The summary of the major changes brought by the Proposed Amendment is set out as follows:

1. To update the interpretation of certain terms (including "Chairman", "Companies Law", "dividend", "electronic", "Electronic Transactions Law" and "special resolution"), to bring it in line with the relevant provisions of the applicable laws of the Cayman Islands, the Listing Rules and the New Memorandum and Articles, and to update the relevant provisions of the Memorandum and Articles;
2. To provide that if the Company purchases or otherwise acquires any of its own shares, such purchase shall be approved by an ordinary resolution, and shall be made in accordance with any relevant code, rules or regulations issued by the Stock Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.
3. To clarify that transfers of shares may be effected by an instrument of transfer in the usual common form or in any standard form of transfer as prescribed by the Stock Exchange or such other form as the Board may approve.
4. To clarify the time required to convene a annual general meeting by the Company (i.e. within six months after the end of each financial year) and notice in writing of such general meeting, and further clear the relevant provisions that extraordinary general meetings shall be convened on the written requisition of members holding together.
5. To clarify the procedure to be followed in the event of a postponement of a general meeting in accordance with the Articles of Association, including the publication of notice of such postponement on the Company's website and the website of the Stock Exchange, and the business to be transacted at the adjourned meeting and the related announcement thereof.
6. To clarify the manner in which shareholders may vote at any general meeting.
7. To clarify that a recognised clearing house (or its nominee(s)) as a member may, at its discretion, authorise such persons to attend any meeting of creditors of the Company and to exercise such powers, including the right to speak.
8. To clarify the expiry date of directors appointed by the Board.

LETTER FROM THE BOARD

9. To provide that any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries shall include a provident fund arrangement for the benefit of the Directors, their close associates and employees of the Company or any of its subsidiaries.
10. To provide that the Chairperson of the Board shall be the Chairperson of every meeting of the Board.
11. To clarify the circumstances in which the Board has the power not to offer or grant options or allotments of shares to shareholders in certain territories of registration in accordance with Article 24.7.
12. To revoke the provisions that a notice of the annual general meeting shall be given to each member and to each holder of debentures of the Company together with a copy of the other relevant documents required to be laid before the members at the general meeting.
13. To clarify that the auditor of the Company shall be appointed by ordinary resolution at every general meeting and the relevant term of office and the manner in which remuneration shall be fixed.
14. To add a provision that the Company may resolve to be wound up voluntarily by passing a special resolution subject to the Companies Act.

The Company has been advised by its legal advisers that the Proposed Amendments do not violate the respective requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that the Proposed Amendments are not unusual for a company listed on the Stock Exchange.

Details of the Proposed Amendments are set out in Appendix III to this circular and the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. The New Memorandum and Articles will take effect on the date the Proposed Amendments are approved by the Shareholders by special resolution at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, June 16, 2022 to Tuesday, June 21, 2022 (both days inclusive), during which period no transfer of Shares will be registered. The record date is Tuesday, June 21, 2022. To be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates and the duly completed and signed transfer forms must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, June 15, 2022.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Monday, June 27, 2022 to Wednesday, June 29, 2022 (both days inclusive) to determine the entitlement of the Shareholders to receive the final dividend. To be eligible to receive the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, June 24, 2022.

NOTICE OF ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting is set out on pages 38 to 43 of this circular, including the ordinary resolutions to be proposed to seek the Shareholders' consideration and approval for the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, re-election of Directors and declaration of a final dividend, and the special resolution proposing amendments to the Memorandum and Articles of Association and adoption of the New Memorandum and Articles.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed with the Notice. The form of proxy is also available on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible, but in any event no later than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof (i.e., before 3:00 p.m. on Sunday, June 19, 2022). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting, should you so wish. In such event, the submitted proxy form will be deemed to be revoked.

VOTING BY POLL

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the AGM. Accordingly, no Shareholder is required to abstain from voting on the resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, all resolutions to be proposed at the Annual General Meeting shall be put to a vote on a poll unless the chairman of the meeting, in good faith, allows a vote by show of hands on a resolution which relates purely to a procedural or administrative matter.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by a duly authorised representative shall be entitled to one vote for each Share held by him. The Shareholders with more than one vote are not required to cast all their votes or vote in the same way.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the proposed resolutions regarding the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, re-election of Directors and declaration of a final dividend, and proposing amendments to the Memorandum and Articles of Association and adoption of the new Memorandum and Articles of Association are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the ordinary resolutions regarding the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, re-election of Directors and declaration of a final dividend, and the special resolution proposing amendments to the Memorandum and Articles of Association and adoption of the new Memorandum and Articles of Association.

Yours faithfully
By Order of the Board
First Service Holding Limited
Zhang Peng
Chairman

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

As at the Latest Practicable Date, save as disclosed in this circular, none of the following Directors had any interest in the Shares (as defined in Part XV of the SFO).

Save as disclosed in this circular, none of the following Directors held any position in the Company or any other member of the Group, nor did they hold any directorship in any other public company, the securities of which are listed on any securities market in Hong Kong or overseas, in the past three years. Save as disclosed in this circular, none of the following Directors had any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed in this circular, there are no other matters concerning the following Directors that need to be brought to the attention of the Shareholders or no other information concerning the following Directors required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Jia Yan (賈岩), aged 48, is an executive Director and co-chief executive officer. He was appointed as a Director and co-chief executive officer of the Company on January 20, 2020 and transferred to an executive Director on May 19, 2020. Mr. Jia is primarily responsible for planning and executing major decisions of our Group and overseeing the management and daily operation of the green living solutions business of our Group.

Mr. Jia has had more than 25 years of experience in engineering, construction, energy and real estate industries. The following table shows the relevant experience of Mr. Jia:

Time	Name of employer	Position(s)	Principal business activities of employer	Roles and responsibilities
July 1997 — August 2001	Tianjin Light Industry Design Institute (天津市輕工業設計院)	Assistant engineer	Engineering consulting, management and design	Heating and ventilation engineering design
August 2001 — May 2005	Beijing Truebond Building Decoration Engineering Co., Ltd. (北京築邦建築裝飾工程有限公司)	Engineer	Engineering construction, management and design	Engineering design
December 2005 — November 2008	Financial Street Holdings Co., Ltd. (金融街控股股份有限公司)	Designer	Construction and development for large commercial office premises	Engineering design

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Time	Name of employer	Position(s)	Principal business activities of employer	Roles and responsibilities
March 2010 — July 2013	Modern Green Development Co., Ltd. (當代節能置業股份有 限公司)	Department manager	Property development	Green construction technology management and mechanical and electrical engineering design management
July 2013 — March 2014	Elion Goldway (金威建設集團有限 公司)	Deputy chief engineer	Property development and management	Innovative technology research and development
March 2014 — December 2014	New Momentum (Beijing) Construction Technology Co., Ltd. (新動力(北京)建築科 技有限公司)	General Manager	Technology promotion services and professional contracting	Technology innovation and electromechanical system management

Mr. Jia served as deputy manager of First MOMA Living Environment Technology (Beijing) Co., Ltd. (“**First Living**”) from December 3, 2014 to May 24, 2017, where he was responsible for managing the operation of First Living. He has served as the general manager and director of First Living since May 25, 2017, where he has been responsible for planning and executing major decisions and overseeing the management and daily operation of First Living. Mr. Jia also holds directorships and other positions in a number of other subsidiaries of the Company.

Mr. Jia obtained his undergraduate degree in heating, ventilation and air conditioning engineering from the University of Tianjin (天津大學) in June 1997 in the PRC. Mr. Jia got certified as a senior engineer (高級工程師) specialising in heating, ventilation and air conditioning from the Evaluation Committee of Senior Professional and Technical Positions of the MOHURD (建設部高級專業技術職務評審委員會) on October 29, 2007. Mr. Jia was the vice chairman of the China Passive Building Alliance under the China Association of Building Energy Efficiency (中國建築節能協會被動式超低能耗綠色建築創新聯盟) until December 31, 2017. On September 1, 2017, he was appointed as a member of the Technology Committee of China Industry Technology Innovation Strategic Alliance for Healthy Building (健康建築產業技術創新戰略聯盟技術委員會), and was elected as a council member of the Active House Academic Committee of the Architectural Society of China (中國建築學會主動式建築學術委員會) on April 3, 2019. He was also elected on May 20, 2019 as deputy secretary of the Settlement Committee of China Real Estate Association (中國房地產業協會人居環境委員會).

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Jia has entered into a service contract with the Company for an initial fixed term of three years commencing from September 28, 2020. The service contract shall be terminated in accordance with its terms and may be renewed in accordance with the Articles of Association and the applicable Listing Rules. Mr. Jia is entitled to a Director's remuneration of RMB1,257,014.65 per annum and other discretionary bonuses. The remuneration of Mr. Jia is determined by the Remuneration Committee with reference to his duties and responsibilities with the Company and the current market conditions.

As at the Latest Practicable Date, Mr. Jia was interested in 4,499,977 Shares and 1,221,853 shares of First Living, the relevant corporation of the Company, within the meaning of Part XV of the SFO.

Mr. Jin Chungang (金純剛), aged 44, is an executive Director and deputy general manager of the Company. He was appointed as a Director and deputy general manager of the Company on January 20, 2020 and transferred to an executive Director on May 19, 2020, where he is responsible for assisting the general manager in implementing the strategic business goals of the Group and regional market expansion, and supervising the overall regional operation.

Mr. Jin has had more than 16 years of experience in the property management business. Prior to joining the Group, Mr. Jin served as a manager of the order maintenance department of Beijing Luneng Property Service Co., Ltd. (北京魯能物業服務有限責任公司), a company primarily engaged in property management services, from September 2006 to February 2009. During that period, Mr. Jin was responsible for maintaining the operation and discipline of the Company. From February 17, 2009 to January 7, 2015, Mr. Jin served as the project manager of First Property, where he was responsible for operating and managing property management projects and business development of First Property. From January 8, 2015, Mr. Jin served as the deputy general manager of First Property, where he is responsible for assisting the general manager in the daily management of First Property. From August 7, 2016, Mr. Jin served as an executive director of First Property, where he is responsible for formulating and executing the strategic business goals of First Property. Mr. Jin also holds directorships and other positions in a number of other subsidiaries of the Company.

Mr. Jin graduated from Party School of CPC Liaoning Provincial Committee (中共遼寧省委黨校) majoring in economic management through distance learning by way of correspondence education in December 2004 in the PRC.

Mr. Jin has entered into a service contract with the Company for an initial fixed term of three years commencing from September 28, 2020. The service contract shall be terminated in accordance with its terms and may be renewed in accordance with the Articles of Association and the applicable Listing Rules. Mr. Jin is entitled to remuneration of RMB735,739.69 per annum and other discretionary bonuses. The remuneration of Mr. Jin is determined by the Board with reference to his duties and responsibilities with the Company and the current market conditions.

As at the Latest Practicable Date, Mr. Jin was interested in 1,007,282 Shares within the meaning of Part XV of the SFO.

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Ms. Zhu Li (朱莉), aged 44, is an executive Director and chief financial officer. She was appointed as our Director and chief financial officer of the Company on January 20, 2020 and transferred to our executive Director on May 19, 2020, where she is responsible for overseeing the financial operations and tax planning of our Group.

Ms. Zhu has had more than 14 years of experience of handling financial matters for companies. She joined First Property on March 26, 2008 and served as a financial manager until August 20, 2019, where she was responsible for managing the financial operations and preparing and executing the financial budget plans of First Property. From August 21, 2019 to December 24, 2019, Ms. Zhu served as an executive director and a general manager of finance of First Assets, where she was primarily responsible for strategic planning and financial management of First Assets. From December 25, 2019 to April 30, 2020, Ms. Zhu served as a non-executive director of First Assets, where she was responsible for the strategic planning of First Assets. From December 25, 2019, she has served as the chief financial officer and executive director of First Property, where she is responsible for the overall financial management and strategic planning of First Property.

From October 8, 2019 to December 18, 2019, Ms. Zhu served as a non-executive director of First MOMA Sports Culture Development (Beijing) Co., Ltd. (第一摩碼體育文化發展(北京)股份有限公司) (stock code: 872128), a company primarily engaged in preschool education services and fitness services, and Bigger Eco Technology (Xi'an) Co., Ltd. (倍格創業生態科技(西安)股份有限公司) (stock code: 873162) from October 10, 2019 to April 23, 2020, a company primarily engaged in providing integrated solutions for office space for small and medium-sized enterprises, both of which are listed on the NEEQ, and where she was responsible for providing advice for the companies' strategy formulation.

Ms. Zhu graduated from Qinghai University (青海大學), majoring in accounting, in December 2005 after passing the self-taught higher education examination. She obtained Intermediate Accounting Qualification (會計中級資格) from Beijing Municipal Human Resources and Social Security Bureau (北京市人力資源和社會保障局) on October 27, 2013 in the PRC. She is now a part-time graduate student at University of International Business and Economics (對外經濟貿易大學) for certified management accountant qualification.

Ms. Zhu has entered into a service contract with the Company for an initial fixed term of three years commencing from September 28, 2020. The service contract shall be terminated in accordance with its terms and may be renewed in accordance with the Articles of Association and the applicable Listing Rules. Mr. Zhu is entitled to remuneration of RMB667,508.60 per annum and discretionary bonuses. The remuneration of Mr. Zhu is determined by the Board with reference to his duties and responsibilities with the Company and the current market conditions.

As at the Latest Practicable Date, Mr. Zhu was interested in 676,155 Shares within the meaning of Part XV of the SFO.

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chen Sheng (陳晟), aged 49, was appointed as our independent non-executive Director on March 30, 2022. Mr. Chen is responsible for providing independent advice and judgment to the Board.

Mr. Chen has rich experience and market insight in the PRC real estate industry. He has been appointed as the independent non-executive director of Sanxun Holdings Group Limited (三巽控股集團有限公司), a real estate developer in the PRC and a company listed on the Stock Exchange (stock code: 6611), since September 2019. Mr. Chen is the chairman of the China Real Estate Data Academy (中國房地產數據研究院), a professional urban development and real estate research institution which focuses on analytical research on the developments of the real estate industry in the major cities in the PRC. He currently also serves as the director of the China Real Estate Research Association (中國房地產業協會). He was the consultant of the Finance and Accounting Study Committee of China Society for Finance and Banking (中國金融學會金融統計研究專業委員會) from July 2014 to July 2016. Mr. Chen obtained a bachelor degree in material science and engineering inorganic non-metallic materials from Tongji University (同濟大學) in the PRC in July 1995 and a master degree in business administration from Fudan University in the PRC in January 2004.

Mr. Chen was a director or supervisor of the following companies established in the PRC which had been deregistered or revoked. Mr. Chen confirms that these companies were solvent prior to their deregistrations and that, as at the Latest Practicable Date, no claims have been made against him and he is not aware of any threatened or potential claims made against him and there are no outstanding claims and/or liabilities as a result of the deregistrations of these companies.

Company name	Position(s)	Date of deregistration/ revocation	Means of dissolution	Date of deregistration/ revocation
Shanghai Keya Information Technology Co., Ltd. (上海科亞信息科技有限公司)	Executive Director	November 24, 2004	Written-off	Failure to conduct annual inspections in accordance with relevant Chinese regulations
Hainan Yixin Real Estate Development Co., Ltd. (海南頤信房地產開發有限公司)	Supervisor	June 29, 2016	Written-off	Failure to conduct annual inspections in accordance with relevant Chinese regulations
Hainan Tianzhi Industry Development Co., Ltd. (海南天質實業開發有限公司)	Supervisor	June 29, 2016	Written-off	Failure to conduct annual inspections in accordance with relevant Chinese regulations
Beijing Zhongcheng Industry & Financing Information Co., Ltd. (北京中城產融資訊有限公司)	Executive Director	January 12, 2017	Deregistered	Ceased to carry on business
Shanghai Heji Urban Construction Development Co., Ltd. (上海禾驥城市建設發展有限公司)	Director	July 16, 2019	Deregistered	Ceased to carry on business

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chen has entered into a letter of appointment with the Company for an initial fixed term of three years commencing from March 30, 2022. The letter of appointment is subject to termination in accordance with its terms and may be renewed in accordance with the Articles of Association and the applicable Listing Rules. According to the letter of appointment, Mr. Chen is entitled to receive a Director's fee of US\$15,750 (approximately RMB100,000) per annum. The remuneration of Mr. Chen is determined by the Board with reference to his duties and responsibilities with the Company and the current market conditions.

As at the Latest Practicable Date, Mr. Chen was not interested in any Shares within the meaning of Part XV of the SFO.

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

Share Capital

As at the Latest Practicable Date, the number of issued Shares was 1,000,000,000 Shares of nominal value of US\$0.0000002 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 100,000,000 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 the general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASES

Our Directors believe that the grant of a general mandate to repurchase Shares to our Directors is in the best interests of our Company and our Shareholders as a whole. Repurchases may, depending on the market conditions, funding arrangement and other circumstances, result in an increase in the net assets and/or earnings per Share. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by our Directors at the relevant time having regard to the circumstances then pertaining. Repurchases of Shares will only be made when our Directors believe that such repurchases will benefit our Company and our Shareholders.

Repurchases must be paid out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. A listed company may not repurchase its own securities 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 as amended from time to time. Subject to the foregoing, any repurchases by our Company may be made out of the profits of our Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Act, the Articles of Association, out of capital and, in the case of any premium payable on the purchase, out of the profits of our Company or from sums standing to the credit of the share premium account of our Company or, subject to the Companies Act, the Articles of Association, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase when they consider that the repurchase would be in the best interests of the Company and Shareholders. The Directors believe that if the Repurchase Mandate is exercised in full, it may have a material adverse impact on the working capital and/or gearing ratio of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. Our Directors, however, do not propose to exercise the Repurchase 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. However, our Directors do not propose to exercise the General Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Company.

GENERAL

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) currently intends to sell any Shares to our Company.

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

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

TAKEOVERS CODE

If, as a result of any repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Zhang Lei, Glorious Group Holdings Limited, Mr. Zhang Peng and Hao Fung Investment Limited, being a group of controlling Shareholders acting in concert, were interested in a total of 513,929,000 Shares, representing approximately 51.39% of the total issued Shares of the Company.

In the event that the Repurchase Mandate is exercised in full, the aggregate shareholding of Mr. Zhang Lei, Glorious Group Holdings Limited, Mr. Zhang Peng and Hao Fung Investment Limited will be increased to approximately 57.10% of the total issued Shares.

The Directors believe that such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for the substantial shareholders 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.

SHARES REPURCHASED BY THE COMPANY

The Company had not repurchased any Shares within 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 from the past 12 months up to the Latest Practicable Date were as follows:

Month	Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
2021		
April	1.26	1.05
May	1.10	0.93
June	1.27	0.95
July	1.00	0.80
August	0.91	0.77
September	1.48	0.80
October	1.56	1.26
November	2.21	1.18
December	2.01	1.14
2022		
January	1.30	0.65
February	1.14	0.94
March	1.02	0.70
April (as of the Latest Practicable Date)	0.95	0.81

The following are the proposed amendments to the existing Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Memorandum and Articles of Association.

Article No. Proposed amendments (showing changes to the existing Memorandum and Articles of Association)

Cover **THE COMPANIES ~~LAW~~ACT (~~2020 REVISION~~AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**~~SECOND~~THIRD AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION**

OF

First Service Holding Limited
第一服务控股有限公司

~~(conditionally adopted by special resolution passed on 25 September 2020 and effective on 22 October 2020 [21 June] 2022)~~

Article No. Proposed amendments (showing changes to the existing Memorandum and Articles of Association)

Title **THE COMPANIES ~~LAW~~ACT (~~2020 REVISION~~AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**~~SECOND~~THIRD AMENDED AND RESTATED
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OF

First Service Holding Limited
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Article No. Proposed amendments (showing changes to the existing Articles of Association)

Heading THE COMPANIES ~~LAW~~ACT (2020 ~~REVISION~~AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

~~SECOND~~THIRD AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION

OF

First Service Holding Limited
第一服务控股有限公司

(~~conditionally~~ adopted by special resolution passed on 25 September 2020 and
effective on 22 October 2020 [~~21 June~~ 2022])

- 1 The regulations contained in Table A in the First Schedule to the Companies ~~Law~~Act shall not apply to the Company.
- 2.2 “~~Chairman~~Chairperson” shall mean the ~~Chairman~~Chairperson presiding at any meeting of members or of the Board.
- “Companies ~~Law~~Act” shall mean the Companies ~~Law~~Act (2020 ~~Revision~~As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
- “dividend” shall include bonus dividends and distributions permitted by the Companies ~~Law~~Act to be categorised as dividends.
- “electronic” shall have the meaning given to it in the Electronic Transactions ~~Law~~Act.
- “Electronic Transactions ~~Law~~Act” shall mean the Electronic Transactions ~~Law~~Act (2003 ~~Revision~~As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

“special resolution” shall have the same meaning as ascribed thereto in the Companies ~~Law Act~~ and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a special resolution passed pursuant to Article 13.10.

- 2.3 Subject as aforesaid, any words defined in the Companies ~~Law Act~~ shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.
- 2.6 Sections 8 and 19(3) of the Electronic Transactions ~~Law Act~~ shall not apply.
- 3.2 Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Companies ~~Law Act~~ and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.
- 3.4 If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies ~~Law Act~~, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.

- 3.7 Subject to the Companies ~~Law~~Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided ~~that~~(a) the manner of purchase has first been authorised by ~~a resolution of the members~~an Ordinary Resolution, and (b) any such purchase shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorized or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.
- 3.10 Subject to the provisions of the Companies ~~Law~~Act and the Memorandum, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.
- 3.14 Subject to the provisions of the Companies ~~Law~~Act, the Memorandum and these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.

- 3.15 The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Law Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.
- 4.1 The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Companies Law Act.
- 4.4 Notwithstanding anything contained in this Article 4, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies Law Act.
- 4.5 For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Law Act in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.
- 4.11 Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Companies Law Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.

- 7.1 Transfers of shares may be effected by an instrument of transfer in the usual common form or in any standard form of transfer as prescribed by the Exchange or such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.
- 7.6 (d) in the case of a transfer to joint holders, the number of joint holders to ~~which~~whom the share is to be transferred does not exceed four;
- 10.1 (b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the Companies ~~Law~~Act; and
- (c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Companies ~~Law~~Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.
- 10.2 The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Companies ~~Law~~Act.
- 11.5 The Board shall cause a proper register to be kept, in accordance with the provisions of the Companies ~~Law~~Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Companies ~~Law~~Act in regard to the registration of mortgages and charges therein specified and otherwise.
- 12.1 The Company shall hold a general meeting as its annual general meeting ~~in each year other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise)~~ within six months after the end of each financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.

- 12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the ~~paid-up capital voting rights, on a one~~ vote per share basis, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.
- 12.4 An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing or such shorter period as may from time to time be permitted by the Listing Rules. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.
- 12.11 Where a general meeting is postponed in accordance with ~~this~~ Article 12.9 or Article 12.10;
- (a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement, to be placed on the Company's Website and published on the Exchange's website as soon as practicable in accordance with the Listing Rules, provided that failure to place or publish such notice shall not affect the automatic postponement of ~~such~~ a general meeting pursuant to Article 12.10.

- (b) ~~(a)~~ the Board shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 30.1; and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and
- (c) ~~(b) notice of only the business to set out in the notice of the original meeting shall be transacted at the reconvened meeting shall not be required, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated, provided that the~~ Where any new business is to be transacted at the such reconvened meeting is the same as that set out in the notice of the original meeting circulated to the members of the Company, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.4.

- 13.1 For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a ~~Chairman~~Chairperson) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.
- 13.3 The ~~chairman~~chairperson of the board of Directors shall take the chair at every general meeting, or, if there be no such ~~chairman~~chairperson or, if at any general meeting such ~~chairman~~chairperson shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as ~~Chairman~~Chairperson, and if no Director be present, or if all the Directors present decline to take the chair, or if the ~~Chairman~~Chairperson chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be ~~Chairman~~Chairperson.

- 13.4 The ~~Chairman~~Chairperson may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- 13.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the ~~Chairman~~Chairperson may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.
- 13.6 A poll shall (subject as provided in Article 13.7) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the ~~Chairman~~Chairperson directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
- 13.7 Any poll on the election of a ~~Chairman~~Chairperson of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.
- 13.8 Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the ~~Chairman~~Chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 13.9 In the case of an equality of votes, whether on a poll or on a show of hands, the ~~Chairman~~Chairperson of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.

- 14.1 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting ~~where a show of hands is allowed,~~(a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner shall have one vote, and ~~(c) on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy~~such manner shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
- 14.7 No objection shall be raised as to the qualification of any person exercising or purporting to exercise any vote or to the admissibility of any vote except at the meeting or adjourned meeting at which the person exercising or purporting to exercise his vote or the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. In the case of any dispute as to the admission or rejection of any vote, the ~~Chairman~~Chairperson of the meeting shall determine the same and such determination shall be final and conclusive.
- 14.10 The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the ~~Chairman~~Chairperson of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

- 14.15 If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members or at any creditors meeting of the Company provided that, if more than one person is so authorised, the authorization shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognized clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, the right to speak and where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.
- 16.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the ~~next following~~first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.
- 16.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies ~~Law Act~~, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.
- 16.5 The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies ~~Law Act~~ and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies ~~Law Act~~.

- 16.6 The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his ~~period~~term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.
- 16.23 (c) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
- (i) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associates may benefit; or
 - (ii) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his close associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- 16.25 If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the ~~Chairman~~Chairperson of the meeting (or, where such question relates to the interest of the ~~Chairman~~Chairperson, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the ~~Chairman~~Chairperson) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the ~~Chairman~~Chairperson) as known to such Director (or, as appropriate, the ~~Chairman~~Chairperson) has not been fairly disclosed to the Board.

- 18.1 Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies ~~Law~~Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies ~~Law~~Act and these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 18.3 Except as would be permitted by the Companies Ordinance if the Company were a company incorporated in Hong Kong, and except as permitted under the Companies ~~Law~~Act, the Company shall not directly or indirectly:
- (a) make a loan to a Director or his close associates or a director of any holding company of the Company or a body corporate controlled by such a director or Director;
 - (b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director or a body corporate controlled by such a director or Director; or
 - (c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.
- 20.3 Subject to Articles 16.20 to 16.25, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the ~~Chairman~~Chairperson shall have a second or casting vote.
- 20.4 The Board may elect a ~~Chairman~~Chairperson of its ~~meetings~~the Board and determine the period for which he is to hold office; The chairperson of the Board shall take the chair at every meeting of the Board, but if no such ~~Chairman~~chairperson is elected, or if at any meeting the ~~Chairman~~such chairperson is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their numbers to be ~~Chairman~~Chairperson of the meeting.
- 20.10 Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the ~~chairman~~Chairperson of the meeting or by the ~~chairman~~Chairperson of the succeeding meeting.

- 21.1 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Companies ~~LawAct~~ or these Articles required or authorized to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.
- 21.2 A provision of the Companies ~~LawAct~~ or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.
- 23.1 The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the Companies ~~LawAct~~.
- 23.2 (a) to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned) as ~~they think~~it thinks fit in cases where shares, debentures or other securities become distributable in fractions;

(b) to exclude the right of participation or entitlement of any member with a registered address ~~outside~~in any territory where ~~in the absence of a registration statement or other special or onerous formalities;~~

(i) the circulation of an offer of such right or entitlement would or might be unlawful in the absence of a registration statement or other special formalities; or ~~where~~

(ii) the ~~Board consider~~the costs, ~~expense~~expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer are, in the Board's opinion, out of proportion to the benefits of the Company; and

24.1 Subject to the Companies ~~Law~~Act and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.

24.11 The Board may on any occasion determine that rights of election and the allotment of shares under Article 24.7 shall not be made available or made to any members with registered addresses in any territory where ~~in the absence of:~~

~~(a) a registration statement or other special formalities~~the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful, ~~or where the Board considers~~ in the absence of a registration statement or other special formalities; or

(b) the costs, expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer are, in the Board's opinion, out of proportion to the ~~benefit~~benefits of the Company,

and in any such case the provisions aforesaid shall be read and construed subject to such determination.

24.12 The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Companies ~~Law~~Act. The Company shall at all times comply with the provisions of the Companies ~~Law~~Act in relation to the share premium account.

- 24.19 The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the Companies ~~LawAct~~ and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.
- 27 The Board shall make the requisite annual returns and any other requisite filings in accordance with the Companies ~~LawAct~~.
- 28.1 The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the Companies ~~LawAct~~.
- 28.2 The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the Companies ~~LawAct~~, at such other place or places as the Board thinks fit and shall always be open to inspection by the Directors.
- 28.3 The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies ~~LawAct~~ or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.
- 28.5 Copies of those documents to be laid before the members at an annual general meeting shall not less than 21 days before the date of the meeting be sent ~~together with the notice of annual general meeting~~ in the manner in which notices may be served by the Company as provided herein to every member and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

- 28.6 To the extent permitted by and subject to due compliance with these Articles, the Companies ~~Law Act~~ and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies ~~Law Act~~, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies ~~Law Act~~ and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.
- 29.2 The Company shall at every annual general meeting by an ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by an ordinary resolution, provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. ~~The Company may by ordinary resolution appoint an auditor or auditors to~~ Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of ~~any~~ Auditor appointed by the Board under this Article 29.2 shall be fixed by the ~~Company at the general meeting at which they are appointed by ordinary resolution.~~ Board. An Auditor appointed by the Board under this Article 29.2 shall hold office only until the next following annual general meeting of the Company and shall then be subject to appointment by the members and at such remuneration as the members may determine.
- 32.1 Subject to the Companies Act, the Company may by a special resolution resolve that the Company be wound up voluntarily.

- 32.2 If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Companies ~~Law~~Act divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Companies ~~Law~~Act, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.
- 33.2 Subject to the Companies ~~Law~~Act, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.
- 35 Subject to the Companies ~~Law~~Act, the Company may at any time and from time to time by special resolution alter or amend the Memorandum and these Articles in whole or in part.
- 36 The Company shall, subject to the provisions of the Companies ~~Law~~Act and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
- 37 The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies ~~Law~~Act), upon such terms as the Directors may determine.

Notes:

- 1. Due to the addition or deletion of the chapters or provisions, the numbering related to the chapters, provisions and cross-references of the Memorandum and Articles of Association shall be adjusted accordingly and are not to be stated separately.*
- 2. The third amended and restated Memorandum and Articles of Association of the Company is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.*

NOTICE OF ANNUAL GENERAL MEETING

First Service Holding Limited

第一服务控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2107)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of First Service Holding Limited (the “**Company**”) will be held at the 3rd Floor, Building 10, Wanguocheng MOMA, No. 1 Xiangheyuan Road, Dongzhimenwai, Dongcheng District, Beijing, PRC on Tuesday, June 21, 2022 at 3:00 p.m. for the following purposes:

Ordinary Resolutions

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company and its subsidiaries for the year ended December 31, 2021.
2. To declare a final dividend for the year ended December 31, 2021.
3. (A) To re-elect the following persons as the directors of the Company (the “**Directors**”):
 - (i) Mr. Jia Yan as an executive Director;
 - (ii) Mr. Jin Chungang as an executive Director;
 - (iii) Ms. Zhu Li as an executive Director; and
 - (iv) Mr. Chen Sheng as an independent non-executive Director.

(B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint KPMG as auditor of the Company and to authorise the Board to fix its remuneration.
5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Applicable Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements or options (including but not limited to warrants, bonds, debentures, notes and other securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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 Applicable 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 Applicable Period;
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Applicable Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the exercise of any rights of subscription or conversion attaching to any warrants or any securities which are convertible into shares of the Company or in issue prior to the date of passing the relevant resolution;
 - (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;
 - (4) shares to be allotted, issued, or dealt with under the specific authority granted by the shareholders of the Company at the general meeting;
 - (5) the exercise of options that may be granted under the share option scheme, 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 the resolution numbered 5(C)) the aggregate number of shares of the Company repurchased 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 the resolution numbered 5(B))and the approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:
 - (a) “**Applicable 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; and

NOTICE OF ANNUAL GENERAL MEETING

(3) the variation or revocation of the authority given under this resolution by an ordinary resolution of the shareholders at the general meeting of the Company; and

(b) “**Rights Issue**” means an offer of Shares or an issue of warrants, options or other securities granting rights to subscribe for the Shares, open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company 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).”

(B) “**That**:

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Applicable Period (as defined hereinafter) of all the powers of the Company to repurchase 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 of Hong Kong 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 approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Applicable Period to procure the Company to purchase its shares at a price determined by the Directors;
- (iii) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) 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 purposes of this resolution:

“**Applicable 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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; and
 - (c) the variation or revocation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company at the 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 allot, issue or otherwise deal with or agree conditionally or unconditionally to allot, issue or deal with the Shares 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 shares of the Company representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution.”
6. To consider and, if thought fit, pass the following resolution as a special resolution (whether amended or not):

Special Resolution

- (A) “**That:**
- (i) the third amended and restated Memorandum and Articles of Association of the Company in the form of the document marked “A” and produced to the Annual General Meeting and for the purpose of identification initialled by the chairman of the Annual General Meeting, which contains all the proposed amendments mentioned in the circular of the Company dated April 28, 2022 (the “**Circular**”), be and is hereby approved and adopted as the new Memorandum and Articles of Association in substitution for and to the exclusion of the existing second amended and restated memorandum and articles of association of the Company with effect after the close of the Annual General Meeting; and

NOTICE OF ANNUAL GENERAL MEETING

- (ii) any director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the amendments proposed in (i) and the adoption of the third amended and restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By Order of the Board
First Service Holding Limited
Zhang Peng
Chairman

Hong Kong, April 28, 2022

*Registered Office in
Cayman Islands:*

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Headquarters in China:

3rd Floor, Building 10
Wanguocheng MOMA
No. 1 Xiangheyuan Road,
Dongzhimenwai
Dongcheng District
Beijing, PRC

Principal Place of

Business in Hong Kong:
31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. Resolution numbered 5(C) will be proposed to the Shareholders for approval provided that resolutions numbered 5(A) and 5(B) are passed by the Shareholders of the Company.
2. For the purpose of determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, June 16, 2022 to Tuesday, June 21, 2022 (both days inclusive), during which period no transfer of Shares will be registered. To be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates and the duly completed and signed transfer forms must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, June 15, 2022.

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3. For determining the entitlement of the Shareholders to receive the final dividend, the register of members of the Company will be closed from Monday, June 27, 2022 to Wednesday, June 29, 2022 (both days inclusive), during which period no transfer of Shares will be registered. To be eligible to receive the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, June 24, 2022.
4. A member of the Company who is entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her/its stead. The proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
5. This form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 3:00 p.m. on Sunday, June 19, 2022) or any adjournment thereof.
6. In respect of the resolution numbered 3(A) above, Mr. Jia Yan, Mr. Jin Chungang, Ms. Zhu Li, and Mr. Chen Sheng shall retire from office and being eligible, have offered themselves for re-election at the above meeting. Details of the above Directors are set out in Appendix I to the Circular dated April 28, 2022.
7. In respect of the resolution numbered 5(A) above, approval is being sought from the Shareholders of the Company for a general mandate to issue Shares to be given to the Directors.
8. In respect of the resolution numbered 5(B) above, approval is being sought from the Shareholders of the Company for a general mandate to repurchase Shares to be given to the Directors. 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 repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated April 28, 2022.
9. In respect of the resolution numbered 5(C) above, approval is being sought from the Shareholders of the Company for an extension of the General Mandate to be granted to the Directors pursuant to resolution 5(A) to allot shares by adding to it the number of shares repurchased by the Company under the mandate granted to the Directors pursuant to resolution 5(B).
10. The ordinary resolutions will be voted by poll.
11. In respect of the resolution numbered No. 6(A) above, the amendments to the existing amended and restated Memorandum and Articles of Association of the Company are proposed, the details of which are set out in Appendix III to the Circular containing the notice of this Annual General Meeting. The above special resolution will be voted by poll.
12. References to time and dates in this notice are to Hong Kong time and dates.