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ROISERV 榮万家

Roiserv Lifestyle Services Co., Ltd.

榮萬家生活服務股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2146)

- (1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING, DOMESTIC SHAREHOLDERS' CLASS MEETING AND H SHAREHOLDERS' CLASS MEETING HELD ON NOVEMBER 29, 2023;**
- (2) APPOINTMENT OF DIRECTORS OF THE SECOND SESSION OF THE BOARD;**
- (3) APPOINTMENT OF SUPERVISORS OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE;**
- (4) APPOINTMENT OF CHAIRMAN OF THE SECOND SESSION OF THE BOARD AND CHAIRMAN OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE;**
- (5) APPOINTMENT OF BOARD COMMITTEE MEMBERS; AND**
- (6) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the circular (the “**Circular**”) and the notices (the “**Notices**”, together with the Circular, collectively the “**Meeting Documents**”) of the extraordinary general meeting (the “**EGM**”), domestic shareholders’ class meeting (the “**Domestic Shareholders’ Class Meeting**”) and H shareholders’ class meeting (the “**H Shareholders’ Class Meeting**”) of Roiserv Lifestyle Services Co., Ltd. (the “**Company**”) dated November 10, 2023. Unless the context otherwise requires, the terms used in this announcement shall have the same meaning as those defined in the Meeting Documents.

- (1) POLL RESULTS OF THE EGM, DOMESTIC SHAREHOLDERS' CLASS MEETING AND H SHAREHOLDERS' CLASS MEETING HELD ON NOVEMBER 29, 2023**

The Board is pleased to announce that each of the EGM, Domestic Shareholders’ Class Meeting and H Shareholders’ Class Meeting was convened and held at 4:00 p.m., 4:30 p.m. and 5:00 p.m., respectively on Wednesday, November 29, 2023 at RiseSun Development Mansion, 81 Xiangyun Road, Economic and Technological Development Area, Langfang, Hebei Province, the PRC. The Company’s H share registrar and transfer office in Hong Kong, Tricor Investor Services Limited was appointed as the scrutineer at each of the EGM, Domestic Shareholders’ Class Meeting and H Shareholders’ Class Meeting for the purpose of vote-taking.

POLL RESULTS ON THE EGM

As at the date of the EGM, the total number of issued Shares was 376,000,000 Shares, comprising 282,000,000 Domestic Shares and 94,000,000 H Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions (the “**Resolutions**”) proposed at the EGM pursuant to Rule 13.40 of the Listing Rules, and none of the Shareholders were required under the Listing Rules to abstain from voting at the EGM. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the Resolutions proposed at the EGM. The Resolutions were voted by way of poll.

The EGM was legally and validly convened in accordance with the provisions of the Company Law of the People's Republic of China and the Articles of Association, and was chaired by Mr. Geng Jianfu, the chairman of the Board.

The Shareholders (including their proxies and authorized representatives) attending the EGM held a total of 282,061,500 Shares, representing approximately 75.02% of the total number of issued Shares.

The poll results in respect of the proposed resolutions at the EGM were as follows:

Ordinary Resolutions		Number of votes (approximate %)		
		For	Against	Abstain
1	To consider and approve the resolutions on election of Directors of the second session of the Board of the Company			
1.01	To consider and approve the election of Mr. Zhang Wenge as a non-executive Director, and to authorize the Board to fix his remuneration.	282,061,500 (100%)	0 (0%)	0 (0%)
1.02	To consider and approve the election of Mr. Geng Jianfu as an executive Director, and to authorize the Board to fix his remuneration.	282,061,500 (100%)	0 (0%)	0 (0%)
1.03	To consider and approve the election of Ms. Liu Hongxia as an executive Director, and to authorize the Board to fix her remuneration.	282,061,500 (100%)	0 (0%)	0 (0%)
1.04	To consider and approve the election of Mr. Xiao Tianchi as an executive Director, and to authorize the Board to fix his remuneration.	282,061,500 (100%)	0 (0%)	0 (0%)
1.05	To consider and approve the election of Mr. Jin Wenhui as an independent non-executive Director, and to authorize the Board to fix his remuneration.	282,061,500 (100%)	0 (0%)	0 (0%)
1.06	To consider and approve the election of Mr. Xu Shaohong Alex as an independent non-executive Director, and to authorize the Board to fix his remuneration.	282,061,500 (100%)	0 (0%)	0 (0%)
1.07	To consider and approve the election of Mr. Tang Yishu as an independent non-executive Director, and to authorize the Board to fix his remuneration.	282,061,500 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of votes (approximate %)		
		For	Against	Abstain
2	To consider and approve the resolutions on election of supervisors of the second session of the Supervisory Committee of the Company			
2.01	To consider and approve the election of Mr. Jing Zhonghua as a shareholder representative supervisor, and to authorize the Supervisory Committee to fix his remuneration.	282,061,500 (100%)	0 (0%)	0 (0%)
2.02	To consider and approve the election of Mr. Yang Xi as an external supervisor, and to authorize the Supervisory Committee to fix his remuneration.	282,061,500 (100%)	0 (0%)	0 (0%)
2.03	To consider and approve the election of Mr. Zhang Yuanpeng as an external supervisor, and to authorize the Supervisory Committee to fix his remuneration.	282,061,500 (100%)	0 (0%)	0 (0%)

In respect of the above ordinary resolutions, as more than half of the voting rights represented by the Shareholders (including their proxies and authorized representatives) attending the EGM were cast in favour of all such resolutions, all such resolutions were duly passed as ordinary resolutions.

Special Resolutions		Number of votes (approximate %)		
		For	Against	Abstain
3	To consider and approve the change of registered address and the relevant amendments to Article 3 of the Articles of Association and to authorise the Directors to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or matters.	282,061,500 (100%)	0 (0%)	0 (0%)
4	To consider and approve the change of business scope and the relevant amendments to Article 11 of the Articles of Association and to authorise the Directors to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or matters.	282,061,500 (100%)	0 (0%)	0 (0%)

Special Resolutions		Number of votes (approximate %)		
		For	Against	Abstain
5	To consider and approve the proposed amendments to the Articles of Association of the Company (the “ Proposed Amendments ”) as set out in the Circular and to authorize the Directors to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or matters, and to make further amendments, if necessary, as required by the relevant governmental and/or regulatory authorities as a result of the Proposed Amendments.	282,022,000 (99.9860%)	39,500 (0.0140%)	0 (0%)

In respect of the above special resolutions, as more than two-thirds of the voting rights represented by the Shareholders (including their proxies and authorized representatives) attending the EGM were cast in favour of such resolutions, such resolutions were duly passed as special resolutions.

POLL RESULTS ON THE DOMESTIC SHAREHOLDERS’ CLASS MEETING

As at the date of the Domestic Shareholders’ Class Meeting, the Company had 282,000,000 Domestic Shares in issue. There were no Domestic Shares entitling the Domestic Shareholders to attend and abstain from voting in favour of the resolution proposed at the Domestic Shareholders’ Class Meeting pursuant to Rule 13.40 of the Listing Rules, and none of the Domestic Shareholders were required under the Listing Rules to abstain from voting at the Domestic Shareholders’ Class Meeting. None of the Domestic Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the resolution proposed at the Domestic Shareholders’ Class Meeting. The relevant resolution was voted by way of poll.

The Domestic Shareholders’ Class Meeting was legally and validly convened in accordance with the provisions of the Company Law of the People’s Republic of China and the Articles of Association, and was chaired by Mr. Geng Jianfu, the chairman of the Board.

The Domestic Shareholders (including their proxies and authorized representatives) attending the Domestic Shareholders’ Class Meeting held a total of 282,000,000 Domestic Shares, representing 100% of the total issued Domestic Shares of the Company.

The poll results in respect of the proposed resolution at the Domestic Shareholders' Class Meeting were as follows:

Special Resolution		Number of votes (approximate %)		
		For	Against	Abstain
1	To consider and approve the proposed amendments to the Articles of Association of the Company (the " Proposed Amendments ") as set out in the Circular and to authorize the Directors to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or matters, and to make further amendments, if necessary, as required by the relevant governmental and/or regulatory authorities as a result of the Proposed Amendments.	282,000,000 (100%)	0 (0%)	0 (0%)

In respect of the above special resolution, as more than two-thirds of the voting rights represented by the Domestic Shareholders (including their proxies and authorized representatives) attending the Domestic Shareholders' Class Meeting were cast in favour of such resolution, such resolution was duly passed as a special resolution.

POLL RESULTS ON THE H SHAREHOLDERS' CLASS MEETING

As at the date of the H Shareholders' Class Meeting, the Company had 94,000,000 H Shares in issue. There were no H Shares entitling the H Shareholders to attend and abstain from voting in favour of the resolution proposed at the H Shareholders' Class Meeting pursuant to Rule 13.40 of the Listing Rules, and none of the H Shareholders were required under the Listing Rules to abstain from voting at the H Shareholders' Class Meeting. None of the H Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the resolution proposed at the H Shareholders' Class Meeting. The relevant resolution was voted by way of poll.

The H Shareholders' Class Meeting was legally and validly convened in accordance with the provisions of the Company Law of the People's Republic of China and the Articles of Association, and was chaired by Mr. Geng Jianfu, the chairman of the Board.

The H Shareholders (including their proxies and authorized representatives) attending the H Shareholders' Class Meeting held a total of 13,381,500 H Shares, representing approximately 14.24% of the total issued H Shares of the Company.

The poll results in respect of the proposed resolution at the H Shareholders' Class Meeting were as follows:

Special Resolution		Number of votes (approximate %)		
		For	Against	Abstain
1	To consider and approve the proposed amendments to the Articles of Association of the Company (the “ Proposed Amendments ”) as set out in the Circular and to authorize the Directors to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or matters, and to make further amendments, if necessary, as required by the relevant governmental and/or regulatory authorities as a result of the Proposed Amendments.	13,342,000 (99.7048%)	39,500 (0.2952%)	0 (0%)

In respect of the above special resolution, as more than two-thirds of the voting rights represented by the H Shareholders (including their proxies and authorized representatives) attending the H Shareholders' Class Meeting were cast in favour of such resolution, such resolution was duly passed as a special resolution.

(2) APPOINTMENT OF DIRECTORS OF THE SECOND SESSION OF THE BOARD

The Company announces that, after the approval of the Shareholders at the EGM, (i) Mr. Zhang Wenge was elected as a non-executive Director of the second session of the Board; (ii) Mr. Geng Jianfu, Ms. Liu Hongxia and Mr. Xiao Tianchi were elected as executive Directors of the second session of the Board; and (iii) Mr. Jin Wenhui, Mr. Xu Shaohong Alex and Mr. Tang Yishu were elected as independent non-executive Directors of the second session of the Board.

Biographical details of the Directors required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in Appendix II to the Circular. As at the date of this announcement, there has been no change in such biographical details.

The term of office of the Directors of the second session of the Board is three years, with effect from November 29, 2023.

(3) APPOINTMENT OF SUPERVISORS OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE

The Company announces that after the approval by the Shareholders at the EGM, Mr. Jing Zhonghua, Mr. Yang Xi and Mr. Zhang Yuanpeng were elected as Supervisors of the second session of the Supervisory Committee. In addition, Ms. Dong Hui and Ms. Wu Xiyang have been re-elected as the employee representative Supervisors of the second session of the Supervisory Committee at the employee representative meeting of the Company as disclosed in the announcement of the Company dated November 10, 2023.

Biographical details of Mr. Jing Zhonghua, Mr. Yang Xi and Mr. Zhang Yuanpeng required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in Appendix III to the Circular. As at the date of this announcement, there has been no change in such biographical details.

The term of office of the Supervisors of the second session of the Supervisory Committee is three years, with effect from November 29, 2023.

(4) APPOINTMENT OF THE CHAIRMAN OF THE SECOND SESSION OF THE BOARD AND THE CHAIRMAN OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE

The Company announces that at the first meeting of the second session of the Board held immediately following the EGM, Mr. Geng Jianfu was appointed as the chairman of the second session of the Board, and the term of office shall be effective from the date of approval at the meeting of the Board until the date of expiry of the term of office of the second session of the Board.

The Company announces that at the first meeting of the second session of the Supervisory Committee held immediately following the EGM, Mr. Jing Zhonghua was appointed as the chairman of the second session of the Supervisory Committee, and the term of office shall be effective from the date of approval at the meeting of the Supervisory Committee until the date of expiry of the term of office of the second session of the Supervisory Committee.

(5) APPOINTMENT OF BOARD COMMITTEE MEMBERS

The Board has resolved to appoint chairman and members of the Board committees under the second session of the Board and the composition of each committee is set out below:

(I) Audit Committee

Chairman: Mr. Xu Shaohong Alex

Members: Mr. Zhang Wenge, Mr. Jin Wenhui

(II) Remuneration Committee

Chairman: Mr. Tang Yishu

Members: Mr. Geng Jianfu, Mr. Jin Wenhui

(III) Nomination Committee

Chairman: Mr. Geng Jianfu

Members: Mr. Xu Shaohong Alex, Mr. Tang Yishu

The term of office of the members of the Board committees is consistent with that of the second session of the Board.

(6) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The resolutions of the Company in relation to the proposed amendments to the Articles of Association were duly passed at the EGM with immediate effect. The full text of the amended Articles of Association is published on the Company's website (www.roiserv.com) and the website of the Stock Exchange (www.hkexnews.hk).

GENERAL

All the Directors, namely Mr. Geng Jianfu, Ms. Liu Hongxia, Mr. Xiao Tianchi, Mr. Zhang Wenge, Mr. Jin Wenhui, Mr. Xu Shaohong Alex and Mr. Tang Yishu, attended the EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting in person or by electronic means.

By order of the Board
Roiserv Lifestyle Services Co., Ltd.
Geng Jianfu
Chairman and Executive Director

Langfang, the PRC, November 29, 2023

As at the date of this announcement, the Board comprises Mr. Geng Jianfu, Ms. Liu Hongxia and Mr. Xiao Tianchi as executive Directors; Mr. Zhang Wenge as non-executive Director; and Mr. Jin Wenhui, Mr. Xu Shaohong Alex and Mr. Tang Yishu as independent non-executive Directors.