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

If you have sold or transferred all your shares in **Kangqiao Service Group Limited**, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**Kangqiao Service Group Limited**

**康橋悅生活集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2205)**

**PROPOSED GRANTING OF GENERAL MANDATES TO  
ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED ADOPTION OF THE THIRD AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION,  
DECLARATION OF FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Kangqiao Service Group Limited to be held at Conference Room, 24F, Huacheng International Center, 80 Daxue Road, Erqi District, Zhengzhou City, Henan Province, the PRC on Thursday, June 18, 2024 at 10:00 a.m. is set out on pages 19 to 24 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.kqysh.com.cn](http://www.kqysh.com.cn)). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:00 a.m. on Sunday, June 16, 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if shareholders so wish, and in such event, the form of proxy shall be deemed to be revoked.

April 18, 2024

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Conference Room, 24F, Huacheng International Center, 80 Daxue Road, Erqi District, Zhengzhou City, Henan Province, the PRC on Thursday, June 18, 2024 at 10:00 a.m. or any adjournment thereof and notice of which is set out on pages 19 to 24 of this circular
“Articles of Association”	the second amended and restated articles of association of the Company effective on September 6, 2023, as amended from time to time
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (As Revision) (CAP. 22) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Kangqiao Service Group Limited, an exempted company incorporated on October 8, 2020 with limited liability under the laws of the Cayman Islands, whose shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with new Shares not exceeding 20% of the total number of Shares in issue as of the date of passing the relevant resolution
“Latest Practicable Date”	April 11, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	July 16, 2021, the date on which the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

## DEFINITIONS

“Memorandum”	the second amended and restated memorandum of association of the Company conditionally effective on September 6, 2023, as amended from time to time
“Memorandum and Articles of Association”	collectively, the Memorandum and Articles of Association
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as of the date of passing of the relevant resolution
“RMB”	the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of HK\$0.01 each
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Hong Kong Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“Third Amended and Restated Memorandum and Articles of Association”	the third amended and restated memorandum of association and articles of association which contains the Proposed Amendments, to be adopted by the Company
“%”	per cent

LETTER FROM THE BOARD



**Kangqiao Service Group Limited**

**康橋悅生活集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2205)**

***Non-executive Director:***

Mr. SONG Gewei (*Chairman*)

***Executive Directors:***

Mr. DAI Wei

Mr. KANG Weiguo

Ms. WANG Na

***Independent non-executive Directors:***

Dr. LI Haitao

Dr. FAN Yun

Mr. WONG Yun Pun

***Registered Office:***

Campbells Corporate Services Limited  
Floor 4, Willow House, Cricket Square

Grand Cayman

KY1-9010

Cayman Islands

***Principal Place of Business and  
Head Office in the PRC:***

24F, Huacheng International Center

Daxue Road, Erqi District

Zhengzhou City

Henan Province

the PRC

***Principal Place of Business  
in Hong Kong:***

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

April 18, 2024

*To the Shareholders:*

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO  
ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED ADOPTION OF THE THIRD AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION,  
DECLARATION OF FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

## LETTER FROM THE BOARD

### INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and information on the resolutions to be proposed at the AGM concerning the following matters, including, among others, (a) the grant of the Issue Mandate to issue Shares; (b) the grant of the Repurchase Mandate to repurchase Shares; (c) the re-election of retiring Directors; (d) the adoption of the Third Amended and Restated Memorandum and Articles of Association; and (e) the declaration of final dividend.

### ISSUE 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 Issue Mandate to issue Shares. At the AGM, an ordinary resolution numbered 6(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, 700,000,000 Shares have been issued by the Company. Subject to the passing of the ordinary resolution numbered 6(A) and on the basis that the total number of issued Shares will remain unchanged after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue a maximum of 140,000,000 Shares pursuant to Issue Mandate.

In addition, subject to a separate approval of the ordinary resolution numbered 6(C), the number of Shares purchased by the Company under ordinary resolution numbered 6(B) will also be added to extend the Issue Mandate as mentioned in ordinary resolution numbered 6(A) provided that such additional value shall represent up to 10% of the total number of issued Shares as at the date of passing the resolutions in relation to the Issue Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

### REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total 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 contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

## LETTER FROM THE BOARD

### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 16.18 of Articles of Association, Mr. SONG Gewei, Dr. FAN Yun and Mr. WONG Yun Pun (collectively referred to as the “**Retiring Directors**”) shall retire by rotation at the AGM and, being eligible, offer themselves for re-election as Directors at the AGM.

### Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director (including an independent non-executive Director) in accordance with the following procedures and processes:

- i. The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- ii. The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the following criteria which include but are not limited to:
  - (a) Diversity in the aspects of, amongst others, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
  - (b) Commitment for responsibilities of the Board in respect of available time and relevant interest;
  - (c) Qualifications, including accomplishment and experience in the relevant industries in which the Group’s business is involved;
  - (d) Independence;
  - (e) Reputation for integrity;
  - (f) Potential contributions that the individual can bring to the Board; and
  - (g) Plan(s) in place for the orderly succession of the Board.
- iii. The Nomination Committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
- iv. The Nomination Committee will consider a broad range of candidates who are in and outside of the Board’s circle of contacts;

## LETTER FROM THE BOARD

- v. Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- vi. The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate;
- vii. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration;
- viii. The Board may arrange for the selected candidate to be interviewed by the members of the Board, who are not members of the Nomination Committee, and the Board will thereafter deliberate and decide the appointment as the case may be; and
- ix. All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required.

### **Recommendation of the Nomination Committee**

The Nomination Committee is also of the view that the Directors who are proposed to be subject to re-election at the Annual General Meeting would bring to the Board their own perspectives, skills and experience, as further described in their biographies in Appendix I to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that each of the Retiring Directors who will be subject to re-election (namely Mr. SONG Gewei, Dr. FAN Yun and Mr. WONG Yun Pun) can contribute to the diversity of the Board, in particular, with their strong and diversified educational background and professional experience in their expertise, including their in-depth knowledge in the aspects such as general management, strategic development, the economy, accounting, financial management and corporate governance etc.

The Nomination Committee has also evaluated and reviewed the annual independence confirmation letters issued by each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules for the year ended December 31, 2023, and confirmed that they (including Dr. FAN Yun and Mr. WONG Run Pun) are still independent individuals. Dr. FAN Yun and Mr. WONG Run Pun confirm that (i) they meet the independence criteria set out in Rule 3.13 of the Listing Rules; (ii) they have no past or current financial or other interests in the business of the Company or its subsidiaries, and have no connection with any core related persons of the Company (as defined in the Listing Rules); and (iii) there are no other factors that may affect its independence.

In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors for the year ended December 31, 2023 and found their performance satisfactory. Therefore, the Nomination Committee nominated the Retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM.

## **LETTER FROM THE BOARD**

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the Retiring Directors, namely Mr. SONG Gewei, Dr. FAN Yun and Mr. WONG Yun Pun, stand for re-election as Directors at the AGM.

Further information about the Board's composition and diversity as well as the attendances records at the meetings of the Board and/or its committees of the Directors (including the Retiring Directors) is disclosed in the biographical details of Directors and corporate governance report of the 2023 annual report of the Company.

The biographical details of the Retiring Directors to be re-elected at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

### **PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Proposed Amendments and adoption of the Third Amended and Restated Memorandum and Articles of Association are proposed and subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. The adoption is proposed in order to, among others, update and bring the Memorandum and Articles of Association in line with the amendments to the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from December 31, 2023 onwards, as well as make other housekeeping changes. The Proposed Amendments will permit the Company and the Board to serve notices or documents to Shareholders without obtaining their prior written consent or deemed consent. Details of the Proposed Amendments are set forth in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not contravene or violate the laws of the Cayman Islands. The Company also confirms that there is nothing unusual with the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

### **DECLARATION OF FINAL DIVIDEND**

It was proposed that a final dividend of the Company of RMB0.053 per Share for the year ended December 31, 2023 will be paid to the Shareholders whose names appear on the register of members of the Company on Thursday, June 27, 2024, subject to the Shareholders' approval at the Annual General Meeting.

A resolution will be proposed at the Annual General Meeting to approve the final dividend. Subject to the passing of such resolution, the final dividend is expected to be paid to the Shareholders on Wednesday, July 10, 2024.

## LETTER FROM THE BOARD

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 19 to 24 of this circular is the notice of the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of the Retiring Directors, and the declaration of final dividend; and a special resolution will be proposed to Shareholders to consider and approve the adoption of the Third Amended and Restated Memorandum and Articles of Association.

### CLOSURE OF REGISTER OF MEMBERS

#### (i) To attend and vote at the Annual General Meeting

For the purpose of determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, June 13, 2024 to Tuesday, June 18, 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, Share transfer documents, accompanied by the relevant share certificates must be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, June 12, 2024.

#### (ii) To qualify for the declaration of final dividend

For the purpose of ascertaining the Shareholders' entitlement to the final dividend, the register of members of the Company will be closed from Monday, June 24, 2024 to Thursday, June 27, 2024, both days inclusive. In order to qualify for the declaration of final dividend, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, June 21, 2024.

### FORM OF PROXY

A form of proxy is enclosed for use at the AGM. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.kqysh.com.cn](http://www.kqysh.com.cn)). Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours (i.e. not later than 10:00 a.m. on Sunday, June 16, 2024) before the time fixed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the AGM if they so wish and in such event the form of proxy shall be deemed to be revoked.

## LETTER FROM THE BOARD

### VOTING BY WAY OF A POLL

According to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, any resolution put to the vote at a general meeting must be decided by poll except where the chairman, or pursuant to the Listing Rules, allow a resolution to be voted by a show of hands.

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

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

### RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approving the granting of the Issue Mandate and Repurchase Mandate to the Directors, the re-election of the Retiring Directors and the declaration of final dividend, and a special resolution for approving the adoption of the Third Amended and Restated Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

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

Yours faithfully,  
By order of the Board  
**Kangqiao Service Group Limited**  
**Song Gewei**  
*Chairman*

## APPENDIX I      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

*The following are details of the Directors who are proposed to be re-elected at the AGM as required by the Listing Rules.*

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor do they have any major appointment or qualification. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management of the Company, substantial shareholders or controlling shareholders (as defined in the Listing Rules).

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### NON-EXECUTIVE DIRECTOR

**Mr. SONG Gewei** (宋革委) (“**Mr. Song**”), aged 55, was appointed as the chairman of the Board and non-executive Director on January 20, 2021. He has been primarily responsible for overall business direction and strategic planning of the Group since its establishment in August 2010. Mr. Song has about 21 years of experience in the PRC real estate industry. Prior to joining the Group, Mr. Song has been the president of the Kangqia Group (Henan Boyuan Quanjing Enterprise Consulting Co., Ltd. and its subsidiaries, a diversified enterprise group which principally engages in the PRC real estate, education, agent construction and culture and tourism businesses) since January 2003 during which he is primarily responsible for the overall business direction and strategic planning of the group. Mr. Song graduated from Xi’an Jiaotong University in the PRC, where he obtained a master degree of business administration in June 2003. Mr. Song was awarded the “Most Responsible Entrepreneur” (最具責任感企業家) by Henan Housing Industry Association (河南省房地產業商會) in 2020 for combating against COVID-19. Also, he has been the “Honorary Member of Westlake University Board of Trustees” (西湖大學榮譽董事) since 2018. In addition, he was awarded “Forty Years of Reform and Opening Up, Great Development in Central Cities — Meritorious Entrepreneur in Henan Real Estate Industry” (“改革開放四十年中原城市大發展”河南房地產行業功勳企業家) by Henan Real Estate Evaluation Centre at Henan Housing Industry Association (河南省房地產業商會河南省房地產測評中心). Moreover, he has been the vice chairman of Henan Housing Industry Association (河南省房地產業商會) since 2005. Also, he was named the “Top Ten Leaders in Central Real Estate” (中原地產十大領袖人物) awarded by the Economic View (經濟觀點報社) in 2005. Furthermore, he was the “Person of the Year in Zhengzhou Real Estate Business” (鄭州房地產業年度人物獎) awarded by the management committee of Zhengzhou Real Estate Transaction Center (鄭州市房地產交易中心管理委員會) in 2003.

Mr. Song has entered into an appointment letter with the Company for a term of three years commencing from the Listing Date. The appointment letter shall be terminated according to its terms, and maybe renewed in accordance with the Articles of Association and applicable rules. Mr. Song is no entitled to receive the annual Director's salary.

The entire share capital of Kangqiaoyue Shenghuo Holdings Limited (“**Kangqiaoyue Shenghuo BVI**”) is wholly-owned by Hung Fai Property Limited. The Eternity Trust is a discretionary trust set up by Mr. Song as the settlor on November 10, 2020 for the benefit of Kangqiao Taichen Holdings Limited (“**Kangqiao Taichen BVI**”) (a limited company incorporated in the British Virgin Island and wholly-owned by Mr. Song) and his family members with Trident Trust Company (South Dakota) Inc. (“**Trident Trust**”) acting as the trustee. Mr. Song (as the founder of the Eternity Trust) and Trident Trust are taken to be interested in 498,750,000 Shares held by Kangqiaoyue Shenghuo BVI under the SFO.

### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Dr. FAN Yun (樊耘)** (“**Dr. Fan**”), aged 68, was appointed as an independent non-executive Director on June 17, 2021. Since November 1987, she has served as a lecturer, associate professor, and was subsequently promoted to professor at Xi'an Jiaotong University in June 2001. Also, she has been an independent director of Soarle Technology Co., Ltd. (四聯智能技術股份有限公司) from June 2014 to May 2017, a company listed on the New Over the Counter Market (stock code: 430758), which principally engaged in construction intelligence businesses in the PRC. From November 2012 to October 2018, she was an independent director of Autobio Diagnostics Co., Ltd. (鄭州安圖生物工程股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603658), which is principally engaged in biological technology businesses in the PRC.

Dr. Fan studied in the department of industrial economics at Xi'an University of Technology in the PRC (formerly known as Shanxi Institute of Mechanical Engineering) and obtained a bachelor degree of engineering in July 1982. She received her Ph.D in management science and engineering from Xi'an Jiaotong University in the PRC in May 2002.

Dr. Fan has entered into an appointment letter with the Company for a term of three years commencing from the Listing Date. The appointment letter shall be terminated according to its terms, and maybe renewed in accordance with the Articles of Association and applicable rules. Dr. Fan is entitled to receive an annual Director's salary of HK\$110,000. Dr. Fan's remuneration was determined by the Remuneration Committee with reference to her duties and responsibilities at the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Dr. Fan did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

## APPENDIX I      DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

**Mr. WONG Yun Pun (黃潤濱)** (“**Mr. Wong**”), aged 58, was appointed as an independent non-executive Director on June 17, 2021. From August 1989 to April 1992, Mr. Wong worked as an auditor at PricewaterhouseCoopers. He served at Duty Free Shoppers as a budgeting and planning manager from April 1992 to August 1998.

Mr. Wong served at Nielsen’s Hong Kong office (formerly known as AC Nielsen (China)), a leading worldwide research company on consumer market, as senior finance manager from August 1998 to August 2000. Also, Mr. Wong served as a finance manager at Icon Medialab Limited from July 2000 to October 2001. From March 2002, Mr. Wong served as an associate director at JAFCO Asia which is the Asian arm of JAFCO, established in early 1990, one of the leading venture capital firm in Asia, where he was mainly responsible for managing the finance and administration matters. After which, he served as the chief finance officer of Natixis Private Equity Asia Limited, which is the private equity arm of Natixis, a subsidiary of Group BPCE, a French multinational financial services firm, from November 2006 where he was mainly responsible for financial matter, tax planning and treasury, and corporate governance. Mr. Wong then worked at Spring Capital Asia Limited, a company principally engaged in investments on cleantech, healthcare and consumer transactions until June 2011. And from January 2012 to July 2015, Mr. Wong served as the chief financial officer and executive director respectively of Tsing Capital, the first general partner focus on environment and cleantech investments, where he was mainly responsible for fund, finance and compliance matters. From August 2015, Mr. Wong served as the chief financial officer at Lokin Holdings Limited, a thermal management solution provider based in Hong Kong, for about two years. From August 2018 to December 2020, Mr. Wong served as a director and chief financial officer of Tottenham Acquisition I Limited (subsequently merged with Clene Nanomedicine, Inc., a pharmaceutical company listed on NASDAQ: CLNN), mainly responsible for listing and financial matters. Since September 2017, Mr. Wong served as the managing director of Chronos Capital Limited, where he was mainly responsible for fund raising and financial advisory.

Mr. Wong obtained a professional diploma in company secretaryship and Administration from Hong Kong Polytechnic (香港理工學院) (currently known as The Hong Kong Polytechnic University (香港理工大學)) in November 1989. He then obtained a master’s degree in business electronic commerce from Curtin University in Australia in 2003. Mr. Wong is an associate of Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) since January 1996 and a fellow of HKICPA since October 2003.

Mr. Wong has entered into an appointment letter with the Company for a term of three years commencing from the Listing Date. The appointment letter shall be terminated according to its terms, and maybe renewed in accordance with the Articles of Association and applicable rules. Mr. Wong is entitled to receive an annual Director’s salary of HK\$110,000. Mr. Wong’s remuneration was determined by the Remuneration Committee with reference to his duties and responsibilities at the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wong did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

*This appendix is an explanatory statement required by the Listing Rules to provide the Shareholders with all information reasonably necessary for them to make an informed decision on whether to approve the Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued Shares was 700,000,000 Shares of nominal value of HK\$0.01 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that the total number of issued Shares will remain unchanged on the date of the AGM, the Company will be allowed to repurchase a maximum of 70,000,000 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 general meeting of the Company revoking or varying such mandate.

## **REASONS FOR AND FUNDING OF REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek the Repurchase Mandate from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for such purpose and in accordance with the Articles of Association, the Listing Rules, the Cayman Companies Act and any other applicable laws and regulations. Any repurchase of shares shall be funded by profits, share premium, proceeds of issue of new shares in connection with repurchases or (if authorised by the Articles of Association and subject to the Cayman Companies Act) purchased out of the capital; if any premium is payable on the repurchase, out of amounts standing to the credit of the profits of the Company or of the share premium account of the Company, or (if authorised by the Articles of Association and subject to the Cayman Companies Act) purchased out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may not have an adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries in the event that the exercising of the proposed Repurchase Mandate.

The Directors will, so far as the same may be applicable, exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. The Directors confirms that the explanatory statement set out in this Appendix II contains the information required under the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the proposed Repurchase Mandate is approved by the Shareholders.

**TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Kangqiaoyue Shenghuo BVI is wholly-owned by Hung Fai Property Limited, which is directly wholly-owned by Trident Trust Company (South Dakota) Inc. as trustee of The Eternity Trust (a discretionary trust established by Mr. Song Gewei as the settlor). Accordingly, Mr. Song Gewei is deemed to be interested in 498,750,000 Shares held by Kangqiaoyue Shenghuo BVI, representing approximately 71.25% of existing issued share capital of the Company in aggregate. In the event that the Directors exercise the Repurchase Mandate in full, the equity interest that Mr. Song held in the Company would increase to approximately 79.17% of the total number of issued Shares, but such increase would not trigger the obligation for Mr. Song to make a mandatory general offer under the Takeovers Code as the Shares owned by Mr. Song account for more than 50% of the existing issued share capital of the Company before such increase. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase pursuant to the Repurchase Mandate.

In the event that the Repurchase Mandate is fully exercised, the percentage of Shares held by the public would fall below the minimum prescribed level of 25% under the Listing Rules. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE REPURCHASE MADE BY THE COMPANY**

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

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the twelve months preceding the Latest Practicable Date are as follows:

<b>Month</b>	<b>Highest Price <i>HK\$</i></b>	<b>Lowest Price <i>HK\$</i></b>
<b>2023</b>		
May	suspended	suspended
June	suspended	suspended
July	suspended	suspended
August	suspended	suspended
September	suspended	suspended
October	suspended	suspended
November	suspended	suspended
December	0.79	0.70
<b>2024</b>		
January	0.78	0.44
February	0.90	0.43
March	0.70	0.44
April (up to the Latest Practicable Date)	0.70	0.65

*Note:* Trading in the Shares on the Stock Exchange was suspended since 9:00 a.m. on April 3, 2023 and resumed trading on the Stock Exchange from 9:00 a.m. on December 21, 2023.

Details of the Proposed Amendments upon the adoption of the Third Amended and Restated Memorandum and Articles of Association are set out as follows:

- (1) The following definition in Paragraph 2 be revised as follows:

“Electronic Transactions Act”	shall mean shall mean the Electronic Transactions Act ( <del>2003 Revision</del> <u>As Revised</u> ) 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.
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- (2) Paragraph 3.3 be revised as follows:

Subject to the Listing Rules, the Board may issue warrants to subscribe for any class of shares or other securities of the Company on such terms as it may from time to time determine. No warrants shall be issued to bearer for so long as a recognised clearing house (in its capacity as such) is a member. Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.

- (3) Paragraph 12.3 be revised as follows:

The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened and resolutions to a meeting agenda shall be added on the written requisition of any one or more member(s) 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 specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened and resolutions to a meeting agenda shall be added on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) 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 specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. 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.

(4) Paragraph 14.15 be revised as follows:

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 meeting of the Company (including general meeting and creditors meeting of the Company) or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation 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 recognised 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 and shall enjoy rights equivalent to the rights of other members, including, the right to speak and where a show of hands is allowed, the right to vote individually on a show of hands or on a poll, notwithstanding any contrary provision contained in these Articles.

(5) Paragraph 28.6 be revised as follows:

To the extent permitted by and subject to due compliance with these Articles, the Companies 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 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 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.

(6) Paragraph 30.1 be revised as follows:

Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic ~~contact details~~~~number or address~~ or website supplied by the member to the Company or by placing it on the Company's Website or having it published on the Exchange's website~~provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means~~, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

(7) Paragraph 30.4 be revised as follows:

A member shall be entitled to have notice served on him at any address within Hong Kong. Any member ~~who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means~~ and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.

(8) A new paragraph to be inserted after the existing paragraph 30.7 as follows (and conforming changes to the numbering of the existing paragraphs 30.8, 30.9, 30.10, 30.11 and 30.12:

30.8 Any notice or document served by placing on the Company's Website and/or the Exchange's website shall be deemed to be served on the day it first so appears on the relevant website, unless otherwise prescribed by the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING



### **Kangqiao Service Group Limited**

### **康橋悅生活集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2205)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Kangqiao Service Group Limited (the “Company”) will be held at Conference Room, 24F, Huacheng International Center, 80 Daxue Road, Erqi District, Zhengzhou City, Henan Province, the PRC on Tuesday, June 18, 2024 at 10 a.m. for the following purposes.

### **ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2023 and the reports of the board of directors (the “**Director(s)**”) and of the independent auditor of the Company.
2. To declare the final dividend of the Company of RMB0.053 per Share for the year ended December 31, 2023.
3. To re-elect the following retiring Directors:
  - (a) To re-elect Mr. SONG Gewei as a non-executive Director;
  - (b) To re-elect Dr. FAN Yun as an independent non-executive Director; and
  - (c) To re-elect Mr. WONG Yun Pun as an independent non-executive Director.
4. To authorise the board of Directors of the Company (the “**Board**”) to fix Directors’ remuneration.
5. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix their remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

6. 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 Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) the grant or exercise of any option under the share option scheme of the Company or any other share option scheme or similar arrangement for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (d) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company, shall not exceed 20% of the aggregate amount of the issued share of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;

## NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (1) the conclusion of the next annual general meeting of the Company;
  - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
  - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and
- (b) “**Rights Issue**” means an offer of shares of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors to holders of shares of the Company or any class thereof whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) 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 recognised for this purpose by the Securities and Futures Commission in Hong Kong and the Stock Exchange under the Codes on Takeovers and 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 be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) the aggregate number of the issued shares of the Company, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate amount of the issued share of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
  - (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and hereby revoked; and
  - (iv) for the purpose of this resolution:
    - “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
      - (a) the conclusion of the next annual general meeting of the Company;
      - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
      - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”
- (C) “**THAT** conditional upon the resolutions numbered 6(A) and 6(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 6(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share of the Company as at the date of passing of the aforementioned resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL RESOLUTION

7. To consider and, if thought fit, to pass, with or without amendments, the following resolution as a special resolution:

“**THAT** the proposed amendments (the “**Proposed Amendments**”) to the existing second amended and restated memorandum of association and articles of association of the Company (the “**Existing M&A**”), the details of which are set out in Appendix III to the circular of the Company dated April 18, 2024, be and are hereby approved; the third amended and restated memorandum of association and articles of association of the Company (the “**New M&A**”), which contains all the Proposed Amendments and a copy of which has been produced to the AGM and marked “A” and initialled by the chairman of the AGM, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing M&A with immediate effect after the close of the AGM; and any director or joint company secretary 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 Proposed Amendments and the adoption of the New M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board  
**Kangqiao Service Group Limited**  
**Song Gewei**  
*Chairman*

Hong Kong, April 18, 2024

<b>Registered Office:</b>	<b>Principal place of business and Head Office in the PRC:</b>	<b>Principal place of business in Hong Kong:</b>
Campbells Corporate Services Limited Floor 4, Willow House, Cricket Square Grand Cayman KY1-9010 Cayman Islands	24F, Huacheng International Center Daxue Road, Erqi District Zhengzhou City Henan Province the PRC	31/F, Tower Two Times Square 1 Matheson Street Causeway Bay Hong Kong

*Notes:*

1. Ordinary resolution numbered 6(C) will be proposed to the shareholders of the Company (the “**Shareholder(s)**”) for approval provided that ordinary resolutions numbered 6(A) and 6(B) are passed by the Shareholders.
2. For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members will be closed from Thursday, June 13, 2024 to Tuesday, June 18, 2024, both days inclusive, during which period no transfer of Shares will be registered. To qualify for attending and voting at the AGM, Shareholders must deliver their completed transfer documents, accompanied by the relevant share certificates to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, June 12, 2024.

## NOTICE OF ANNUAL GENERAL MEETING

3. The transfer books and register of members of the Company will be closed from Monday, June 24, 2024 to Thursday, June 27, 2024, both days inclusive, in order to determine the entitlement of Shareholders to receive the proposed final dividend, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, June 21, 2024.
4. Any Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to attend and vote on behalf of him/her. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed.
5. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the AGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
6. To be valid, the proxy form and 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 to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours (i.e. not later than 10:00 a.m. on Sunday, June 16, 2024) before the time appointed for holding the AGM or adjourned annual general meeting.
7. In respect of ordinary resolutions numbered 3 above, Mr. SONG Gewei, Dr. FAN Yun and Mr. WONG Yun Pun shall retire by rotation and being eligible, have offered themselves for re-election as Directors at the meeting. Details of the above retiring directors are set out in Appendix I to the circular dated April 18, 2024.
8. In respect of the ordinary resolution numbered 6(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the Shareholders as a general mandate for the purposes of the Rules Governing the Listing of Securities on the Stock Exchange.
9. In respect of the ordinary resolution numbered 6(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of Shareholders. 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 Rules Governing the Listing of Securities on the Stock Exchange, is set out in Appendix II to the circular dated April 18, 2024.
10. The ordinary resolutions set out above will be determined by way of poll.

*As at the date of this notice, the Board comprises Mr. SONG Gewei as the chairman and non-executive Director; Mr. DAI Wei, Mr. KANG Weiguo and Ms. WANG Na as executive Directors; and Dr. LI Haitao, Dr. FAN Yun and Mr. WONG Yun Pun as independent non-executive Directors.*