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If you have sold or transferred all your securities in Evergrande Property Services Group Limited, you should immediately deliver this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Evergrande Property Services Group Limited

恒大物業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6666)

- (1) RE-ELECTION OF DIRECTORS;**
(2) GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Evergrande Property Services Group Limited to be held physically at Meeting Room 1, 13th Floor, Guangzhou Evergrande Center, No.78 Huangpu Avenue West, Tianhe District, Guangzhou, Guangdong Province, the PRC, on Friday, 17 May 2024 at 9:00 a.m. is set out on pages 12 to 16 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.evergrandeservice.com).

Whether or not you intend to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 9:00 a.m., on Wednesday, 15 May 2024, and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meetings or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the said meeting or any adjourned meeting thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

24 April 2024

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DEFINITIONS

In this circular, unless otherwise defined, expressions used herein shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company for the year to be held physically at Meeting Room 1, 13th Floor, Guangzhou Evergrande Center, No.78 Huangpu Avenue West, Tianhe District, Guangzhou, Guangdong Province, the PRC, on Friday, 17 May 2024 at 9:00 a.m. or any adjournment thereof;
“associate(s)”	has the meaning ascribed to it in the Listing Rules;
“Articles”	the amended and restated articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors at the Annual General Meeting to exercise all rights to buy back Shares on the Stock Exchange of up to a maximum of 10% of the total number of Shares (excluding treasury shares) of the Company in issue as at the date of passing the relevant resolution granting such mandate;
“close associates”	has the meaning ascribed to it in the Listing Rules;
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961) of the Cayman Islands as amended, supplemented or otherwise modified from time to time;
“Companies Ordinance”	Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended from time to time;
“Company”	Evergrande Property Services Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it in the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it in the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it in the Listing Rules;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors at the Annual General Meeting to exercise all powers to allot, issue and otherwise deal with new Shares and other securities and/or to resell treasury shares of the Company (if permitted under the Listing Rules) representing not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the relevant resolution;
“Latest Practicable Date”	18 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
“PRC”	the People’s Republic of China and for the purpose of this circular only, shall exclude Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	ordinary shares of US\$0.0001 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance;
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“treasury shares”	has the meaning ascribed to it in the Listing Rules (as amended and coming into effect on June 11, 2024);
“US\$”	United States dollar, the lawful currency of the United States of America; and
“%”	per cent.

LETTER FROM THE BOARD



Evergrande Property Services Group Limited

恒大物業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6666)

Executive Directors:

Mr. Duan Shengli (*Chairman*)

Mr. Han Chao

Mr. Hu Xu

Non-executive Directors:

Mr. Sang Quan

Mr. Lin Wuchang

Independent non-executive Directors:

Mr. Peng Liaoyuan

Ms. Wen Yanhong

Mr. Dong Xinyi

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head Office and

Principal Place of Business in Hong Kong:

Room 2201, 22/F

YF Life Centre

38 Gloucester Road

Wanchai, Hong Kong

24 April 2024

To the Shareholders:

Dear Sir or Madam,

(1) RE-ELECTION OF DIRECTORS;

(2) GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES;

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of the Annual General Meeting and the information reasonable necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions regarding the following proposals to be put forward at the Annual General Meeting: (i) the re-election of the Directors; and (ii) the granting of the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Article 84(1) of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Hu Xu, Mr. Sang Quan and Mr. Lin Wuchang shall retire by rotation at the Annual General Meeting, and being eligible, have offered themselves for re-election.

The biographical details of the above retiring Directors who are subject to re-election at the Annual General Meeting as required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmation and disclosure provided by the Directors, the qualifications, skills and experience of the retiring Directors, and the time commitment and contribution of the retiring Directors. In view of the above, the Board considers that the re-election of the above retiring Directors is in the best interests of the Company and the Shareholders as a whole and they should be re-elected.

GENERAL MANDATE GRANTED TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 16 November 2023, the Directors were granted general mandates to allot, issue and deal with Shares and to buy back Shares. Such general mandates will expire at the conclusion of the Annual General Meeting.

At the Annual General Meeting, separate ordinary resolutions will be proposed to grant to the Directors:

- (a) a general mandate to allot, issue and deal with Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the total Shares of the Company in issue (excluding treasury shares) as at the date of passing such resolution;
- (b) a general mandate to buy back issued Shares not exceeding 10% of the total Shares of the Company in issue (excluding treasury shares) as at the date of passing such resolution; and
- (c) to extend the number of Shares to be allotted and issued and/or treasury shares of the Company to be resold (if permitted under the Listing Rules) under the Issue Mandate by an additional number representing such number of Shares bought back under the Buy-back Mandate.

LETTER FROM THE BOARD

The Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate will end on 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 to be held by the Articles or any applicable laws of the Cayman Islands, and (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix II to this circular to provide the Shareholders with requisite information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolution to renew the grant of the Buy-back Mandate at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 12 to 16 of this circular is the notice of the Annual General Meeting at which ordinary resolutions will be proposed to the Shareholders to consider and approve, inter alia, (i) the re-election of the Directors; and (ii) the granting of the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed herewith and such form of proxy are also available on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.evergrandeservice.com). Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) if they so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, voting on all resolutions set out in the notice of Annual General Meeting shall be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way. As at the Latest Practicable Date, to the extent the Company is aware, having made all reasonable enquires, no Shareholder has to abstain from voting on any of the proposed resolutions. The results of the poll will be published on the websites of the Company and the Stock Exchange after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 13 May 2024 to Friday, 17 May 2024, both days inclusive, during which period no transfer of shares can be registered.

In order to be eligible to attend and vote at the Annual General Meeting, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 10 May 2024.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes 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.

RECOMMENDATIONS

The Board considers that the proposed ordinary resolutions set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

By order of the Board
Evergrande Property Services Group Limited
Duan Shengli
Executive Director

The following are the biographies of the Directors proposed for re-election at the Annual General Meeting are set out below.

Save as disclosed herein, none of the following Directors (i) holds any directorships in other listed public companies in Hong Kong or overseas in the last three years; (ii) holds any other positions with the Company and its subsidiaries; (iii) has any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company (as defined under the Listing Rules); and (iv) did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed therein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no 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.

DIRECTOR CANDIDATES

Mr. Hu Xu (胡旭)

Mr. Hu Xu, aged 36, was appointed as an executive Director on 21 June 2023. Mr. Hu joined the Group in August 2010 and had served in various positions, including general manager of the legal and contract center of the headquarters of the Group, and assistant general manager of the Group. Mr. Hu is currently the deputy general manager of the Group, director of the Board Office and joint company secretary of the Company. Mr. Hu obtained a bachelor's degree from Huangshan University in July 2009.

The Company has entered into a service contract with Mr. Hu for a term of three years commencing from 21 June 2023 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Hu receives a director's emolument of RMB180,000 per annum, which was determined by the Board with reference to his experience and duties and responsibilities in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Hu was interested in 3,500 Shares and 80,000 share options to subscribe for 80,000 shares in China Evergrande Group.

Mr. Sang Quan (桑權)

Mr. Sang Quan, aged 34, was appointed as a non-executive Director on 21 June 2023. Mr. Sang joined Evergrande Real Estate Group in July 2013 and had served in various positions, including project management engineer at the management and supervision center of Evergrande Real Estate Group, secretary to the executive vice president of human resources and administration center of Evergrande Real Estate Group, general manager of the Guangzhou Panyu project of the Pearl River Delta company of Evergrande Real Estate Group, and executive deputy general manager of the Guangdong company of Evergrande Automobile Industry Park Group. Mr. Sang is currently a deputy general manager of the Guangdong company of Evergrande Real Estate Group. Mr. Sang obtained a bachelor's degree from Huazhong University of Science and Technology in July 2013.

The Company has entered into a service contract with Mr. Sang for a term of three years commencing from 21 June 2023 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Sang receives a director's emolument of RMB180,000 per annum, which was determined by the Board with reference to his experience and duties and responsibilities in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Sang was interested in 1,000 Shares, 55,500 shares of China Evergrande New Energy Vehicle Group Limited, and 150,000 share options to subscribe for 150,000 shares in China Evergrande Group.

Mr. Lin Wuchang (林五昌)

Mr. Lin Wuchang, aged 48, was appointed as a non-executive Director on 21 June 2023. Mr. Lin joined Evergrande Real Estate Group in January 2010 and had served in various positions, including manager of engineering department of the Guangdong company of Evergrande Real Estate Group, deputy manager and manager of various project engineering departments, engineering director of the urban renewal company, and deputy general manager of the Jiangmen project of the Shenzhen company of Evergrande Real Estate Group. Mr. Lin is currently the engineering director of urban renewal company of the Shenzhen company of Evergrande Real Estate Group. Mr. Lin obtained a bachelor's degree from Chang'an University in July 2000.

The Company has entered into a service contract with Mr. Lin for a term of three years commencing from 21 June 2023 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Lin receives a director's emolument of RMB180,000 per annum, which was determined by the Board with reference to his experience and duties and responsibilities in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lin was interested in 70,000 share options to subscribe for 70,000 shares in China Evergrande Group.

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Buy-back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules. The Directors confirm that neither this explanatory statement nor the proposed share buy-backs pursuant to the Buy-back Mandate has any unusual features.

SHARE IN ISSUE

As at the Latest Practicable Date, the Company had a total of 10,810,811,000 Shares in issue and the Company did not have any treasury shares. Subject to the passing of the proposed ordinary resolutions for the approval of the Issue Mandate and the Buy-back Mandate and assuming no further Shares are issued or bought back or cancelled prior to the Annual General Meeting, the Company will be allowed to allot and issue and/or to resell treasury shares of the Company (if permitted under the Listing Rules) involving a maximum of 2,162,162,200 Shares and to buy back a maximum of 1,081,081,100 Shares.

REASONS AND FUNDING OF BUY-BACKS

The Directors consider that the ability to buy back Shares would give the Company additional flexibility that would be beneficial to the Company and the Shareholders. When exercising the Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles and the laws of the Cayman Islands. Share buy-backs will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

The Company is empowered by its Articles to buy back its Shares. In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and laws of the Cayman Islands. The laws of the Cayman Islands and the Articles provide that payment for a share buy-back may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Act, out of capital of the Company. The amount of premium payable on the buy-back of Shares may only be paid out of either the profits or out of the share premium of the Company or subject to the Companies Act, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the buy back by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the Shares so bought back may (i) be treated by the Company as cancelled; or (ii) be held by the Company as treasury shares, and in each case the aggregate amount of authorised share capital would not be reduced.

In the event that the proposed share buy-backs were to be carried out in full at any time during the proposed buy-back period, the working capital position and the gearing levels of the Company may be affected. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy-back Mandate is granted by the Shareholders.

The Directors will exercise the powers of the Company to make the buy-backs pursuant to the Buy-back Mandate and in accordance with the Listing Rules, the Articles and the laws of the Cayman Islands.

EFFECT OF TAKEOVERS CODE

If on the exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, based on publicly available record, China Evergrande Group and its associates were interested in approximately 51.71% of the issued Shares of the Company. Based on such shareholdings and assuming that there is no change in the number of the issued Shares and the Company does not have treasury shares after the Latest Practicable Date, in the event that the Directors will exercise in full the Buy-back Mandate if so approved at the Annual General Meeting, the aggregate percentage shareholdings of China Evergrande Group and its associates would increase to approximately 57.46%. Based on the above, such increase would not give rise to an obligation to make a mandatory offer obligation under Rules 26 of the Takeovers Code. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any buy-back of Shares to be made under the Buy-back Mandate.

The Listing Rules prohibit a company from conducting a buy-back on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital (excluding treasury shares) would be in public hands. The Directors do not propose to buy-back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE BUY-BACK BY THE COMPANY

The Company has not bought back any Shares during the six months immediately preceding the Latest Practicable Date.

SHARE PRICES

During each of the previous twelve months preceding the Latest Practicable Date, the highest and lowest traded prices at which the Shares were traded on the Stock Exchange were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April (<i>Note</i>)	N/A	N/A
May (<i>Note</i>)	N/A	N/A
June (<i>Note</i>)	N/A	N/A
July (<i>Note</i>)	N/A	N/A
August	1.550	0.530
September	0.930	0.590
October	0.670	0.385
November	0.560	0.385
December	0.530	0.430
2024		
January	0.495	0.355
February	0.710	0.395
March	0.700	0.560
April (up to the Latest Practicable Date)	0.610	0.465

Note: Trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 21 March 2022 to 2 August 2023 and resumed from 9:00 a.m. on 3 August 2023.

NOTICE OF ANNUAL GENERAL MEETING



Evergrande Property Services Group Limited

恒大物業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6666)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Annual General Meeting**”) of Evergrande Property Services Group Limited (the “**Company**”) will be held physically at Meeting Room 1, 13th Floor, Guangzhou Evergrande Center, No.78 Huangpu Avenue West, Tianhe District, Guangzhou, Guangdong Province, the PRC, on Friday, 17 May 2024 at 9:00 a.m., for the following purposes:

ORDINARY RESOLUTIONS

- (1) To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the independent auditors of the Company (the “**Auditors**”) for the year ended 31 December 2023.
- (2)
 - (i) To re-elect Mr. Hu Xu as an executive Director;
 - (ii) To re-elect Mr. Sang Quan as a non-executive Director; and
 - (iii) To re-elect Mr. Lin Wuchang as a non-executive Director.
- (3) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
- (4) To re-appoint Prism Hong Kong and Shanghai Limited as the Auditors and authorise the Board to fix the Auditors’ remuneration.

SPECIAL BUSINESS

- (5) To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or convertible securities and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange

NOTICE OF ANNUAL GENERAL MEETING

of Hong Kong Limited (the “**Listing Rules**”), and to make or grant offers, agreements and options which would or might require the exercise of such powers in accordance with all applicable laws be and is hereby generally and unconditionally approved;

- b) the approval in paragraph (a) shall be in addition to any other authorisation gives to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) together with the treasury shares of the Company resold by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangements 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 (iv) 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 which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued together with the treasury shares which may be resold (if permitted under the Listing Rules) under the mandate in paragraph (a) above as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation and subdivision shall be the same, the said approval shall be limited accordingly;
- d) for the purposes of this resolution:

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

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

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares by the Company for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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 any regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (6) To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy-back issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Future Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- b) the approval in paragraph (a) shall be in addition to any other authorisation granted to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy-back its shares at a price determined by the Directors;
- c) the total number of shares of the Company which may be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly; and
- d) for the purposes of this resolution:

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

- i. the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of the Company or any applicable laws of the Cayman Islands to be held; and
 - iii. the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.
- (7) “**THAT** conditional upon the passing of resolutions nos. 5 and 6 above, the general mandate granted to the Directors pursuant to resolution no. 5 be and is hereby extended by the addition thereto of such number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution no. 6, provided that such number of shares shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution.”

By order of the Board
Evergrande Property Services Group Limited
Duan Shengli
Executive Director

Hong Kong, 24 April 2024

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:

Room 2201, 22/F
YF Life Centre
38 Gloucester Road
Wanchai, Hong Kong

Notes:

1. A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, 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 of the Company in respect of the joint holding.

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3. In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (i.e. on or before 9:00 a.m., Wednesday, 15 May 2024, Hong Kong time). The proxy form will be published on the website of the Stock Exchange.
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting should he so wishes. In such event, the form of proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Monday, 13 May 2024 to Friday, 17 May 2024 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the forthcoming Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 May 2024 (Hong Kong time).
6. As at the date of this notice, the Board comprises Mr. Duan Shengli, Mr. Han Chao and Mr. Hu Xu as executive Directors; Mr. Sang Quan and Mr. Lin Wuchang as non-executive Directors; and Mr. Peng Liaoyuan, Ms. Wen Yanhong and Mr. Dong Xinyi as independent non-executive Directors.