
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Hollwin Urban Operation Service Group Co., Ltd, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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泓盈集团
HOLLWIN

HOLLWIN URBAN OPERATION SERVICE GROUP CO., LTD

泓盈城市運營服務集團股份有限公司

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

(Stock Code: 2529)

(1) PROPOSED ESTABLISHMENT OF A SECURITY SUBSIDIARY
(2) APPOINTMENT OF DOMESTIC AUDITOR FOR 2024
AND
(3) NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice convening the EGM of the Company to be held at the Conference Room 304, 3/F, Building A1, Xiangjiang Times Square, No. 179, Pilot Road, Yuelu District, Changsha, Hunan Province, the PRC on Friday, August 9, 2024, at 2:30 p.m., is set out on pages 8 to 9 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.hollwingroup.com).

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. not later than 2:30 p.m. on Thursday, August 8, 2024) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

Non-registered Shareholders whose H Shares are held in the CCASS through banks, brokers, custodians or HKSCC may also be able to vote and attend the meeting. In this regard, they shall consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

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

July 24, 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF THE EXTRAORDINARY GENERAL MEETING	8

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China for the purpose of this circular and for geographical reference only, except where the context requires, references in this circular to “China” and the “PRC” do not apply to Hong Kong SAR, Macau Special Administrative Region and Taiwan Region
“Company”	Hollwin Urban Operation Service Group Co., Ltd (泓盈城市運營服務集團股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange with stock code 2529
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at the Conference Room 304, 3/F, Building A1, Xiangjiang Times Square, No. 179, Pilot Road, Yuelu District, Changsha, Hunan Province, the PRC on Friday, August 9, 2024, at 2:30 p.m.
“H Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“H Share Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	July 19, 2024, being the latest practicable date prior to the date of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares in the capital of the Company with a nominal value of RMB1.00 each, comprising Unlisted Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Unlisted Share(s)”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are currently not listed or traded on any stock exchange
“Unlisted Share Shareholder(s)”	holder(s) of Unlisted Share(s)
“%”	per cent

* *For identification purpose only*

LETTER FROM THE BOARD



泓盈集团
HOLLWIN

HOLLWIN URBAN OPERATION SERVICE GROUP CO., LTD
泓盈城市運營服務集團股份有限公司

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

(Stock Code: 2529)

Executive Directors:

Mr. Xie Yi (*Chairman*)
Mr. Yan Yongxiang
Mr. Duan Wenming
Mr. Wong Kwok Fu

Non-executive Director:

Mr. Yu Xiao

Independent Non-executive Directors:

Ms. Chan Ka Lai Vanessa
Dr. Dai Xiaofeng
Mr. Tse Chi Wai

Registered Office:

9/F, Building A1
Xiangjiang Times Square
No. 179, Pilot Road
Yuelu District, Changsha
Hunan Province, the PRC

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

9/F, Building A1
Xiangjiang Times Square
No. 179, Pilot Road
Yuelu District, Changsha
Hunan Province, the PRC

Principal Place of Business in Hong Kong:

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

July 24, 2024

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED ESTABLISHMENT OF A SECURITY SUBSIDIARY
(2) APPOINTMENT OF DOMESTIC AUDITOR FOR 2024
AND
(3) NOTICE OF THE EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

The EGM will be held as on-site meeting by the Company at 2:30 p.m. on Friday, August 9, 2024, at the Conference Room 304, 3/F, Building A1, Xiangjiang Times Square, No. 179, Pilot Road, Yuelu District, Changsha, Hunan Province, the PRC.

The purpose of this circular is to provide you with details of the resolutions to be proposed at the EGM for consideration, and to provide you with relevant information to enable you to make an informed decision on whether to vote for or against the resolutions or to abstain from voting. These resolutions and relevant details are set out in the Letter from the Board.

II. MATTERS TO BE CONSIDERED AT THE EGM

1. Proposed Establishment of a Security Subsidiary

In line with the rapid development of society, there has been a growing awareness and demand for security service. Moreover, the national focus on the safety of production has intensified, leading to increasingly stringent standards and requirements for security services. The security service industry is characterized by significant market potential and substantial growth opportunities. Against this backdrop, the Company proposes to establish a wholly-owned subsidiary to engage in the security service business (the “**Security Subsidiary**”). This initiative aims to further expand and refine the Company’s professional service chain, enhance synergy within the urban services sector, and fully leverage its development potential. Upon the consideration and approval at the meeting of the Board held on Friday, July 19, 2024, the following establishment plans and relevant matters will be proposed to the EGM for approval:

(1) *Name of the Security Subsidiary*

Hunan Hollwin Security Services Co., Ltd. (湖南泓盈保安服務有限公司), subject to the approval by the regulatory and registration authorities.

(2) *Registered capital*

The Company intends to establish the Security Subsidiary with its own funds. The registered capital of the Security Subsidiary is expected to amount to RMB10 million. The Security Subsidiary is expected to be wholly owned by the Company.

LETTER FROM THE BOARD

(3) *Business scope of the Security Subsidiary*

The Security Subsidiary is expected to engage in security services, property management services, and other related business (the specific business scope shall be subject to the approval by the regulatory and registration authorities).

The Board proposes to the EGM to consider the following issues:

- (1) To approve that the Company will contribute RMB10 million to establish the Security Subsidiary with a proposed registered capital of RMB10 million, namely Hunan Hollwin Security Services Co., Ltd. (湖南泓盈保安服務有限公司) (tentative name), to engage in security services, property management services and other related business. The name and business scope of the subsidiary shall be subject to the approval by the regulatory and the registration authorities.
- (2) To approve the proposed articles of association of the Security Subsidiary.
- (3) To authorize the chairman of the Company and his authorized person, on the premise of fulfilling the requirements of relevant laws, regulations and regulatory provisions, to handle the relevant matters of the establishment of the Security Subsidiary at his/her sole discretion, including but not limited to the preparation, registration, filing, making adjustments as requested by relevant regulatory authorities, and signing the relevant documents.

2. **Appointment of Domestic Auditor for 2024**

An ordinary resolution will be proposed at the EGM to consider and if thought fit, approve the appointment of WUYIGE Certified Public Accountants LLP Changsha Branch (“WUYIGE”) (大信會計師事務所(特殊普通合夥)長沙分所) as the domestic auditor of the Company for the year 2024 to hold office until the conclusion of the next annual general meeting of the Company. After negotiation between the Company and WUYIGE, the Board proposes a total payment of fees of RMB90,000 for the auditing of the domestic financial statements for the year 2024.

III. EGM AND PROXY ARRANGEMENTS

The EGM Notice is set out on pages 8 to 9 in this circular and published and available for downloading on the websites of Stock Exchange (www.hkexnews.hk) and of the Company (www.hollwingroup.com). A proxy form for use at the EGM is enclosed with this circular.

LETTER FROM THE BOARD

For determining eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, August 7, 2024, to Friday, August 9, 2024, both days inclusive, during which period no transfer of Shares will be registered. To be eligible for attending and voting at the EGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for H Shareholders of the Company), or the Company's head office and principal place of business in the PRC at 9/F, Building A1, Xiangjiang Times Square, No. 179, Pilot Road, Yuelu District, Changsha, Hunan Province, the PRC (for Unlisted Share Shareholders of the Company) not later than 4:30 p.m. on Tuesday, August 6, 2024 for registration. Shareholders whose names appear on the register of members of the Company on Friday, August 9, 2024, shall be entitled to attend and vote at the EGM.

Whether or not you intend to attend the EGM, you are requested to complete the enclosed proxy form of the Company in accordance with the instructions printed thereon and return it to the Company's H Share Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for H Shareholders of the Company), or the Company's head office and principal place of business in the PRC at 9/F, Building A1, Xiangjiang Times Square, No. 179, Pilot Road, Yuelu District, Changsha, Hunan Province, the PRC (for Unlisted Share Shareholders of the Company), as soon as possible but in any event, not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (i.e. not later than 2:30 p.m. on Thursday, August 8, 2024). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 87 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions set out in the EGM Notice will be taken by way of poll. Vote can be cast in person or by proxy.

To the best of the knowledge, information and belief of the Directors after having made all reasonable inquiries, no Shareholder will be required to abstain from voting at the EGM regarding the relevant resolutions as at the Latest Practicable Date.

IV. 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.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that all resolutions for the Shareholders to consider and approve included in the EGM Notice 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 the relevant resolutions in relation to the above matters to be proposed at the EGM.

Yours faithfully,

By order of the Board

Hollwin Urban Operation Service Group Co., Ltd

Mr. Xie Yi

Chairman and Executive Director

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



泓盈集团
HOLLWIN

HOLLWIN URBAN OPERATION SERVICE GROUP CO., LTD
泓盈城市運營服務集團股份有限公司

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

(Stock Code: 2529)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Hollwin Urban Operation Service Group Co., Ltd (the “Company”) will be held at Conference Room, 304, 3/F, Building A1, Xiangjiang Times Square, No. 179, Pilot Road, Yuelu District, Changsha, Hunan Province, the PRC on Friday, August 9, 2024 at 2:30 p.m. for the purposes of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, capitalized terms herein shall have the same meaning as defined in the circular (the “Circular”) of the Company dated July 24, 2024.

ORDINARY RESOLUTIONS

1. To consider and approve proposed establishment of a security subsidiary.
2. To consider and approve the appointment of domestic auditor for the year 2024.

By order of the Board
Hollwin Urban Operation Service Group Co., Ltd
Mr. Xie Yi
Chairman and Executive Director

Changsha, Hunan Province, the PRC
July 24, 2024

As at the date of this notice, the Board comprises Mr. Xie Yi, Mr. Yan Yongxiang, Mr. Duan Wenming and Mr. Wong Kwok Fu as executive Directors; Mr. Yu Xiao as non-executive Director; and Ms. Chan Ka Lai Vanessa, Dr. Dai Xiaofeng and Mr. Tse Chi Wai as independent non-executive Directors.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company’s H share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for H Shareholders of the Company), or the Company’s head office and principal place of business in the PRC at 9/F, Building A1, Xiangjiang Times Square, No. 179, Pilot Road, Yuelu District, Changsha, Hunan Province, the PRC (for Unlisted Share Shareholders of the Company), at least 24 hours before the EGM (i.e. before 2:30 p.m. on Thursday, August 8, 2024) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Wednesday, August 7, 2024, to Friday, August 9, 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares shall ensure all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Tuesday, August 6, 2024 for registration.
5. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
6. Shareholders are required to produce proof of identity when attending the EGM.
7. The contact details of the Company are as follows:

Address: 9/F, Building A1, Xiangjiang Times Square, No. 179, Pilot Road, Yuelu District, Changsha, Hunan Province,
the PRC
Liaison: Mr. Wong Kwok Fu
Email: ir@hollwingroup.com
8. References to time and dates in this notice are to Hong Kong time and dates.