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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

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

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**Sundy Service Group Co. Ltd**  
**宋都服务集团有限公司**

*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 9608)**

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES**  
**(2) PROPOSED RE-ELECTION OF DIRECTORS**  
**(3) PROPOSED RE-APPOINTMENT OF AUDITOR**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at Conference Room, 22nd Floor, Caihejiaye Building, No. 19 Xintang Road, Shangcheng District, Hangzhou City, Zhejiang Province, PRC on Friday, 20 May 2022 at 10:00 a.m. is set out on pages 20 to 25 of this circular.

**Precautionary measures and special arrangements for the AGM**

Considering the outbreak of the coronavirus (COVID-19), certain measures will be implemented at the AGM with a view to addressing the risk to attendees of infection, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check; and (b) wear surgical masks prior to admission to the AGM venue; (ii) attendees who are subject to health quarantine prescribed by the HKSAR Government or the Hangzhou Government not being admitted to the AGM venue; (iii) all attendees being required to wear surgical masks throughout the AGM; (iv) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and (v) no refreshment packs or coffee/tea being provided.

The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Furthermore, the Company would like to remind Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising their voting rights and strongly recommends that Shareholders appoint the Chairman of the AGM as their proxy and submit their form of proxy as early as possible. The form of proxy can be downloaded from the Company's website (<http://songduwuye.com>) or the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)). Shareholders not attending the AGM in person can view and listen to the live webcast of the AGM via electronic means at <https://meeting.tencent.com/dm/qRISTIAumpFe>. Shareholders will be able to access the live webcast at the start of the AGM until its conclusion.

The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the AGM.

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so desire.

8 April 2022



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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Conference Room, 22nd Floor, Caihejiaye Building, No. 19 Xintang Road, Shangcheng District, Hangzhou City, Zhejiang Province, PRC on Friday, 20 May 2022 at 10:00 a.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 20 to 25 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Changshan Sundy”	Quzhou Changshan Sundy Property Management Co., Ltd.* (衢州常山宋都物業服務有限公司), a company established in the PRC with limited liability on 5 August 2021, which is an indirect wholly-owned subsidiary of the Company
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Sundy Service Group Co. Ltd (宋都服务集团有限公司) (formerly known as SUNDY HUIDU LIMITED (宋都汇都有限公司)), incorporated in the Cayman Islands on 5 May 2017 as an exempted company with limited liability under the Companies Law
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, including any person or group of persons who are entitled to exercise 30% or more of the voting power at the general meeting or are in a position to control the composition of a majority of the Board, which as at the Latest Practicable Date, refer to Mr. Yu and Sundy Heye
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hangzhou Herui”	Hangzhou Herui Living Service Co., Ltd.* (杭州和瑞生活服務有限公司), a company established in the PRC with limited liability on 7 November 2019, which is an indirect wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with Shares in the manner as set out in the ordinary resolution numbered 5 of the notice of the AGM (as extended by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate pursuant to the ordinary resolution numbered 6 of the notice of the AGM)
“Jilin Sundy”	Jilin Sundy Property Management Service Co., Ltd.* (吉林宋都物業服務有限公司), a company established in the PRC with limited liability on 23 June 2020, which is an 51% indirect owned subsidiary of the Company
“Latest Practicable Date”	31 March 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Yu”	Mr. Yu Jianwu (俞建午), one of the Controlling Shareholders

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## DEFINITIONS

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“Ningbo Sundy”	Ningbo Fenghua Sundy Property Service Co., Ltd.* (寧波奉化宋都物業服務有限公司), a company established in the PRC with limited liability on 23 November 2020, which is an indirect wholly-owned subsidiary of the Company
“Nomination Committee”	the nomination committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the ordinary resolution numbered 6 of the notice of the AGM
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shangqiu Sundy”	Shangqiu Sundy Property Management Service Co., Ltd.* (商丘宋都物業服務有限公司), a company established in the PRC with limited liability on 19 March 2021, which is an indirect wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of US\$0.00001 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 21 December 2020
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sundy Hemei”	Hangzhou Sundy Hemei Property Management Service Co., Ltd.* (杭州宋都和美物業服務有限公司), a company established in the PRC with limited liability on 18 October 2021, which is an indirect wholly-owned subsidiary of the Company
“Sundy Heye”	SUNDY HEYE LIMITED (宋都和業有限公司), a company incorporated in the BVI with limited liability on 21 March 2017, one of the Controlling Shareholders

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## DEFINITIONS

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“Sundy Property”	Hangzhou Sundy Property Management Co., Ltd.* (杭州宋都物業經營管理有限公司) (formerly known as Hangzhou Shenye Sundy Property Management Co., Ltd.* (杭州深業宋都物業經營管理有限公司)), a company established in the PRC with limited liability on 8 January 1995, which is an indirect wholly-owned subsidiary of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

*Unless expressly stated or the context otherwise requires:*

- *all times refer to Hong Kong time and references to years in this circular are to calendar years;*
- *the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to such terms in the Listing Rules; and*
- *all data in this circular is as at the Latest Practicable Date.*

*The English names of the PRC laws, rules, regulations, nationals, entities, governmental authorities, institutions, facilities, certificates and titles etc. mentioned in this circular, including those marked with “\*”, are translations from their Chinese names and are for identification purpose only. If there is any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.*

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## LETTER FROM THE BOARD

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### Sundy Service Group Co. Ltd 宋都服务集团有限公司

*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 9608)**

*Executive Directors:*

Ms. Yu Yun (*Chairman of the Board*)  
Ms. Zhu Jin (*Chief Executive Officer*)  
Mr. Zhu Yihua  
Mr. Cheng Huayong

*Independent non-executive Directors:*

Mr. Zhang Jingzhong  
Mr. Xu Rongnian  
Mr. Lau Kwok Fai Patrick

*Registered office in the Cayman Islands:*

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Island

*Headquarters and principal place of  
business in the People's Republic of China:*

127, Hanghai Road  
Jiangan District  
Hangzhou, Zhejiang province  
People's Republic of China

*Principal place of business in Hong Kong:*

39/F, Gloucester Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong

8 April 2022

*To the Shareholders,*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES**  
**(2) PROPOSED RE-ELECTION OF DIRECTORS**  
**(3) PROPOSED RE-APPOINTMENT OF AUDITOR  
AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The primary purposes of this circular are to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable Shareholders to make an informed decision on whether to vote for or against those resolutions and to give you notice of the AGM.

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## LETTER FROM THE BOARD

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The resolutions to be proposed at the AGM, in addition to ordinary business, include (i) ordinary resolutions relating to the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) ordinary resolutions relating to the proposed re-election of Directors; and (iii) ordinary resolutions relating to the proposed re-appointment of the auditor of the Company.

### **PROPOSED GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES**

At the AGM, ordinary resolutions will be proposed to grant to the Directors:

- (i) a general and unconditional mandate to issue, allot and deal with further Shares representing up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution;
- (ii) a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution; and
- (iii) subject to the passing of the above ordinary resolution of the Repurchase Mandate and the Issue Mandate, a general and unconditional mandate to extend the Issue Mandate to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate.

The Issue Mandate, the Repurchase Mandate and the Extension Mandate will lapse on the earliest of (a) the conclusion of the next annual general meeting, or (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable law of the Cayman Islands to be held, or (c) the date on which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders in a general meeting.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Repurchase Mandate is set out in Appendix I to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

Based on 3,200,000,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the AGM:

- (i) subject to the passing of the proposed resolution granting the Issue Mandate to the Directors, the Company will be allowed under the Issue Mandate to issue up to a maximum of 640,000,000 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date; and



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## LETTER FROM THE BOARD

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- (ii) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 320,000,000 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

### **PROPOSED RE-ELECTION OF DIRECTORS**

According to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), 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. Cheng Huayong, Mr. Zhang Jingzhong and Mr. Xu Rongnian shall retire at the AGM and they are, being eligible, offer themselves for re-election at the AGM.

In respect of the re-election of each of Mr. Zhang Jingzhong and Mr. Xu Rongnian as an independent non-executive Director, the Nomination Committee and the Board have followed the terms of reference of the Nomination Committee and the board diversity policy of the Company. The Nomination Committee evaluated and made recommendations to the Board based on, among others, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services of the corresponding independent non-executive Director.

Mr. Zhang Jingzhong and Mr. Xu Rongnian have served on the Board for more than one year but have never held any executive or management position in the Group nor have they throughout such period been under the employment of any member of the Group.

The Nomination Committee and the Board believe that the educational background, work experience and cultural background of Mr. Zhang Jingzhong and Mr. Xu Rongnian as set out in the Appendix II to this circular can bring contributions to the Board's diversity and will continue to bring valuable business experience, knowledge and professionalism to the Board.

In addition, Mr. Zhang Jingzhong and Mr. Xu Rongnian have given to the Company confirmation of their independence in accordance with rule 3.13 of the Listing Rules. The Board is satisfied that Mr. Zhang Jingzhong and Mr. Xu Rongnian both have the required character and integrity. The Board, therefore, considers Mr. Zhang Jingzhong and Mr. Xu Rongnian to be independent and believes they should be re-elected as an independent non-executive Director, respectively, at the AGM.

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## LETTER FROM THE BOARD

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In addition, the Nomination Committee had evaluated the performance and contribution of each of the retiring Directors during his tenure of office. With their satisfactory performance and contribution to the Group and given the extensive knowledge and experience of each of Mr. Cheng Huayong, Mr. Zhang Jingzhong and Mr. Xu Rongnian, the Nomination Committee and the Board believe that their re-election as Directors are in the best interests of the Company and the Shareholders, and therefore recommend to Shareholders for their re-election at the AGM. Mr. Zhang Jingzhong and Mr. Xu Rongnian, who are members of the Nomination Committee, were abstained from discussion and voting at the Nomination Committee meeting regarding their respective nominations.

Biographical details of each of the Directors being subject to re-election are set out in Appendix II to this circular.

### **PROPOSED RE-APPOINTMENT OF AUDITOR**

ZHONGHUI ANDA CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer itself for re-appointment. As disclosed in the Company's announcement dated 7 January 2022 in relation to the change of auditor, ZHONGHUI ANDA CPA Limited filled the casual vacancy after resignation of KPMG and shall hold office until the conclusion of the AGM. Therefore, the Board proposed to re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Tuesday, 17 May 2022 to Friday, 20 May 2022 (both days inclusive) during which period no transfer of Shares may be effected for the purpose of determining shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Hong Kong Share Registrar, 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 Monday, 16 May 2022.

### **ACTIONS TO BE TAKEN**

Set out on pages 20 to 25 of this circular is a notice convening the AGM at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate;
- (ii) the re-election of Mr. Cheng Huayong, Mr. Zhang Jingzhong and Mr. Xu Rongnian as the Directors; and
- (iii) the proposed re-appointment of the auditor of the Company.

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## LETTER FROM THE BOARD

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Whether or not you intend to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time for holding the AGM 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 should you so wish.

Considering travel restrictions may be imposed in various parts of the world due to the COVID-19 pandemic which restrict Shareholders' physical attendance of the AGM, the following special arrangements will be made for the AGM:

**(i) Live streaming webcast**

Shareholders not attending the AGM in person may view and listen to the AGM through a live webcast of the AGM which can be accessed by going to <https://meeting.tencent.com/dm/qRISTIAumpFe> on a computer, tablet or any browser enabled device. Please follow the instructions on the landing page on how to access the webcast. Shareholders will be able to access the live webcast at the start of the AGM until its conclusion. Shareholders should note that viewing the live streaming webcast of the AGM will not be counted towards a quorum nor will such participating Shareholders be able to cast their votes online.

**(ii) Submission of questions prior to and at the AGM**

Shareholders can submit questions in relation to the matters to be discussed at the AGM for the Board in advance of the AGM via the following email address: [ir9608@songduwuye.com](mailto:ir9608@songduwuye.com). Shareholders can also submit questions in relation to the matters to be discussed at the AGM during the AGM through the webcast link provided above. Questions in relation to the matters to be discussed at the AGM will be addressed by the Board during the AGM.

If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar as follows:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

Website: [www.computershare.com](http://www.computershare.com)  
[www.computershare.com/hk/contact](http://www.computershare.com/hk/contact) (for general enquiries)

The Company is closely monitoring the impact of COVID-19. Should any changes be made to the AGM arrangements, the Company will publish further announcement posted on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://songduwuye.com>).

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## LETTER FROM THE BOARD

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### 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, all resolutions proposed at the AGM shall be voted by poll.

An announcement on the poll results will be made by the Company after the AGM.

### RECOMMENDATIONS

The Directors consider that the proposals regarding the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the re-appointment of auditor are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

### 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.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully  
By order of the Board  
**Sundy Service Group Co. Ltd**  
**Yu Yun**  
*Chairman of the Board*

*This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.*

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 3,200,000,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no new Shares are issued and no Shares are repurchased for the period from the Latest Practicable Date up to and including the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 320,000,000 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

## **3. REASONS FOR THE REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. 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 earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The premium payable on repurchase may only be paid out of either the funds of the Company that

would otherwise be available for dividend or distribution or out of the Company's share premium before the Shares are repurchased. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

**5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL**

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2021, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares traded on the Stock Exchange during the previous 12 months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
March	0.117	0.112
April	0.122	0.119
May	0.112	0.109
June	0.109	0.107
July	0.102	0.099
August	0.097	0.092
September	0.105	0.101
October	0.147	0.135
November	0.152	0.145
December	0.146	0.137
<b>2022</b>		
January	0.129	0.120
February	0.109	0.104
March (up to the Latest Practicable Date)	0.102	0.098

**7. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

**8. CORE CONNECTED PERSON**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by the Shareholders at the AGM.

**9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If a Shareholder’s proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued Shares:

<b>Name</b>	<b>Capacity/Nature of interest</b>	<b>Number of Shares (L)<sup>(1)</sup></b>	<b>Percentage of existing shareholding<sup>(2)</sup></b>	<b>Approximate percentage of shareholding if the Repurchase Mandate is exercised in full</b>
Mr. Yu <sup>(3)</sup>	Settlor of a trust	2,280,000,000	71.25%	79.17%

**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

<b>Name</b>	<b>Capacity/Nature of interest</b>	<b>Number of Shares (L)<sup>(1)</sup></b>	<b>Percentage of existing shareholding<sup>(2)</sup></b>	<b>Approximate percentage of shareholding if the Repurchase Mandate is exercised in full</b>
CMB Wing Lung (Trustee) Limited (“CMB Wing Lung”) <sup>(3)</sup>	Trustee	2,280,000,000	71.25%	79.17%
Success Base Group Limited (“Success Base”) <sup>(3)</sup>	Interest of a controlled corporation	2,280,000,000	71.25%	79.17%
Sundy Heye <sup>(3)</sup>	Beneficial owner	2,280,000,000	71.25%	79.17%

*Notes:*

- (1) The letter “L” denotes the person’s long positions in the Shares.
- (2) The percentage of shareholding was calculated based on the total issued share capital of 3,200,000,000 Shares as at the Latest Practicable Date.
- (3) Sundy Heye is wholly owned by Success Base, which is indirectly wholly owned by CMB Wing Lung. CMB Wing Lung is the trustee of The Jianwu Yu’s Trust, which holds the entire issued share capital in Sundy Heye through its nominee companies on trust for the benefit of Mr. Yu and his family members.

On the basis of 3,200,000,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchases of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, if the Repurchase Mandate were exercised in full, the shareholding in the Company of Sundy Heye would be increased from approximately 71.25% to approximately 79.17% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would result in the aggregate amount of the issued share capital of the Company in the public hands being reduced to less than 25%. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in a public shareholding falling below the prescribed minimum percentage.

**10. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any Shares for the period during the last six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).



*Set out below are the biographical details of the retiring Directors, who being eligible, would offer themselves for re-election at the AGM.*

**Mr. Cheng Huayong (程華勇) (“Mr. Cheng”)**, aged 41, is an executive Director. He was appointed to the Board as an executive Director on 3 April 2020. He is primarily responsible for overseeing the daily operations and management of the Group. He is the general manager of the branch in Hefei of Sundy Property since September 2014. He was further appointed as the deputy operating officer of Sundy Property since January 2017. He has been the manager of Sundy Property since October 2019. He has also served various positions with other members of the Group as follows:

<b>Company name</b>	<b>Position</b>	<b>Period of service</b>
Sundy Agency	Manager	Since October 2019
Hangzhou Herui	Manager	Since November 2019
Ningbo Sundy	Manager	Since November 2020
Shangqiu Sundy	Manager	Since March 2021
Changshan Sundy	Manager	Since August 2021
Sundy Hemei	Manager	Since October 2021

Mr. Cheng has over 16 years of experience in the property management industry. From December 2000 to July 2007, Mr. Cheng was a customer service supervisor of Jiangxi Wanke Yida Property Service Co., Ltd. (江西萬科益達物業服務有限公司), a property management services company, where he was mainly responsible for coordination between the various departments of the company and handling the requests of property owners and emergencies. From August 2007 to October 2008, Mr. Cheng was a project manager of Hefei Hanjia Property Management Co., Ltd.\* (合肥漢嘉物業管理有限公司), a property management services company, where he was mainly responsible for managing work arrangements and supervising, inspecting and evaluating the work of the employees. From November 2008 to September 2014, Mr. Cheng was the Anhui district person-in-charge at the Hefei branch of Zhejiang Zhong’an Property Management Co., Ltd.\* (浙江眾安物業服務有限公司), a property management services company, where he was mainly responsible for organising and coordinating the establishment, implementation, maintenance and transformation of the quality management system of the company.

Mr. Cheng obtained a bachelor in computer application degree from Jiangxi Dayu College\* (江西大宇專修學院) (currently known as Nanchang Vocational University (南昌職業大學)) in July 2004.

Mr. Cheng entered into service contract with the Company for a term of three years commencing on 18 January 2021 (i.e. the listing date of the Company), subject to termination by either party giving three months’ written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Cheng shall be entitled to an annual director’s fee of RMB450,000. The Remuneration

Committee will review and determine Mr. Cheng's remuneration and compensation packages with reference to his position, time commitment, responsibilities, the remuneration policy of the Company as well as prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cheng (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Cheng required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to his re-election that need to be brought to the attention of the Shareholders.

**Mr. Zhang Jingzhong (章靖忠)** (“**Mr. Zhang**”), aged 59, is an independent non-executive Director. He was appointed to the Board on 17 December 2020. Mr. Zhang is mainly responsible for providing independent judgement and supervision to the Board.

From December 2015 to September 2019, Mr. Zhang was an independent director of Zhejiang Hailiang Co., Ltd. (浙江海亮股份有限公司), a copper product research, development, manufacturing and sales company listed on the Shenzhen Stock Exchange (stock code: 002203). From August 2015 to October 2020, Mr. Zhang has been an independent director of Zhejiang Jinggong Technology Co., Ltd. (浙江精功科技股份有限公司), a high-tech products research, development and production company listed on the Shenzhen Stock Exchange (stock code: 002006). From August 2017 to October 2021, Mr. Zhang has been an independent director of Lily Group Co., Ltd. (百合花集團股份有限公司), a company engaged in production of organic pigments and pigments intermediates and is listed on the Shanghai Stock Exchange (stock code: 603823). Since October 1988, Mr. Zhang has been the head (主任) of T&C Law Firm (天冊律師事務所), where he is responsible for advising on corporate law, capital markets and dispute resolution. Since April 2015, Mr. Zhang has served as a legislative consultancy expert for the legal office of the Zhejiang Provincial People's Government (浙江省人民政府法制辦公室). Since September 2016, Mr. Zhang has been an independent director of Kweichow Moutai Co., Ltd. (貴州茅台酒股份有限公司), an alcohol production and sales company listed on the Shanghai Stock Exchange (stock code: 600519). Since May 2017, Mr. Zhang has been an independent director of Shanghai M&G Stationery Inc. (上海晨光文具股份有限公司), a stationery manufacturing and sales company listed on the Shanghai Stock Exchange (stock code: 603899). Since October 2020, Mr. Zhang has been an independent director of Gansu Huangtai Wine Industry Co., Ltd. (甘肅皇台酒業股份有限公司), alcohol production and sales company listed on the Shenzhen Stock Exchange (stock code: 000995). Since July 2017, Mr. Zhang has served as a legal consultant for the Zhejiang Provincial People's Government (浙江省人民政府), where he is responsible for providing legal advice.

Since May 2018, Mr. Zhang has been an arbitrator of the Shanghai International Arbitration Center (上海國際仲裁中心). Since February 2019, Mr. Zhang has been an arbitrator of the Shenzhen Court of International Arbitration (深圳國際仲裁院).

Mr. Zhang obtained a bachelor of law degree from Hangzhou University\* (杭州大學) (currently known as Zhejiang University (浙江大學)) in the PRC in July 1984. Mr. Zhang further completed an executive master of business administration program from the Shanghai National Accounting Institute (上海國家會計學院) in the PRC in May 2011.

Mr. Zhang is currently a lawyer registered by the Zhejiang Provincial Department of Justice (浙江省司法廳).

Mr. Zhang entered into a letter of appointment with the Company for a term of three years commencing on 18 January 2021 (i.e. the listing date of the Company), subject to termination by either party giving three months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Zhang shall be entitled to an annual director's fee of RMB120,000. The Remuneration Committee will review and determine Mr. Zhang's remuneration and compensation packages with reference to his position, time commitment, responsibilities, the remuneration policy of the Company as well as prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Zhang required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to his re-election that need to be brought to the attention of the Shareholders.

**Mr. Xu Rongnian** (許榮年) (“**Mr. Xu**”), aged 58, is an independent non-executive Director. He was appointed to the Board on 17 December 2020. Mr. Xu is mainly responsible for providing independent judgement and supervision to the Board.

From July 1986 to December 1999, Mr. Xu successively served as technician, supervisor, deputy head (副主任) and head (主任) of the Zhejiang Institute of Light Industry\* (浙江省輕工業研究所) (currently known as Zanyu Technology Group Co., Ltd. (贊宇科技集團股份有限公司)), a company primarily engaged in the research, development and manufacturing of surfactants and oleochemicals and providing third-party testing services on food safety, environment and occupational health, and is listed on the Shenzhen Stock Exchange (stock code: 002637), where he was responsible for food quality inspection and testing work. Since

September 2007, Mr. Xu was the deputy general manager of the same company, where he was responsible for the management of food safety inspection and testing, scientific research project development and technological transformation projects of the company. Since August 2016, Mr. Xu has been a director of the same company. He is responsible for management and development of scientific research and testing work. From January 1993 to December 2000, Mr. Xu successively served as deputy station leader, technical person-in-charge, laboratory director, and inspection centre director of the Zhejiang Province Food Quality Supervision and Inspection Station\* (浙江省食品質量監督檢驗站) (currently known as Zhejiang Gongzheng Testing Center Inc. (浙江公正檢驗中心有限公司)), a food safety testing services company, where he was responsible for food safety inspection and testing, establishment of branches and subsidiaries of the company and active development of the markets and businesses of the company. Since November 2003, Mr. Xu has been the chairman of the board and general manager of the same company, where he is responsible for food safety inspection and testing, and management and development of the markets and businesses of the company. From January 2001 to December 2010, Mr. Xu was a member of the Zhejiang Food Standardisation Professional Committee\* (浙江省食品標準化專業委員會). Since April 2013, Mr. Xu has been a member of the Food Safety Expert Advisory Group of the Zhejiang Provincial Government (浙江省人民政府食品安全專家諮詢組). Mr. Xu was accredited as a professor-level senior engineer in biochemical engineering by the Zhejiang Province Human Resources and Social Security Department (浙江省人力資源和社會保障廳) in December 2011. Since January 2021, Mr. Xu has been a member of the China National Standardization Centre of Food & Fermentation (全國釀酒標準化技術委員會).

Mr. Xu obtained a bachelor of food engineering degree in biochemical engineering from the South China Institute of Technology (華南工學院) (currently known as South China University of Technology (華南理工大學)) in July 1986.

Mr. Xu entered into a letter of appointment with the Company for a term of three years commencing on 18 January 2021 (i.e. the listing date of the Company), subject to termination by either party giving three months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Xu shall be entitled to an annual director's fee of RMB120,000. The Remuneration Committee will review and determine Mr. Xu's remuneration and compensation packages with reference to his position, time commitment, responsibilities, the remuneration policy of the Company as well as prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Xu required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to his re-election that need to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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### Sundy Service Group Co. Ltd 宋都服务集团有限公司

*(incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 9608)

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Sundy Service Group Co. Ltd (the “Company”) will be held at Conference Room, 22nd Floor, Caihejiaye Building, No. 19 Xintang Road, Shangcheng District, Hangzhou City, Zhejiang Province, PRC on Friday, 20 May 2022 at 10:00 a.m. to consider, if thought fit, transact the following ordinary businesses:

#### As Ordinary Business

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company for the year ended 31 December 2021.
2. (i) To re-elect Mr. Cheng Huayong as an executive Director;  
  
(ii) To re-elect Mr. Zhang Jingzhong as an independent non-executive Director;  
and  
  
(iii) To re-elect Mr. Xu Rongnian as an independent non-executive Director.
3. To authorise the board of directors of the Company (the “**Board**”) to fix the Directors’ remuneration.
4. To consider the re-appointment of ZHONGHUI ANDA CPA Limited as the Auditors and to authorise the Board to fix the remuneration of the Auditors.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (i) subject to paragraph (iii) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (iv) below) of all the powers of the

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## NOTICE OF AGM

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Company to allot, issue and deal with the unissued shares (the “**Shares**”) in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period (as defined in paragraph (iv) below) to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (iv) below);
- (iii) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (i) above, otherwise than pursuant to:
  - (a) a Rights Issue (as hereinafter defined in paragraph (iv) below);
  - (b) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;
  - (c) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles of Association**”) of the Company and other relevant regulations in force from time to time; or
  - (d) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of Shares in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (i) of this resolution shall be limited accordingly; and



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## NOTICE OF AGM

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- (iv) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of 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 the Articles of Association or any applicable law of the Cayman Islands to be held; or
  - (c) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“THAT:

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (iii) below) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law (2013 Revision) of the Cayman Islands (as amended, supplemented or modified from time to time) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;



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## NOTICE OF AGM

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- (ii) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (iii) for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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 the Articles of Association or any other applicable law of the Cayman Islands to be held; or
    - (c) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“THAT conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with the unissued shares of the Company pursuant to resolution numbered 5 above be and it is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Director pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (i) of resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue at the date of passing of this resolution.”

Yours faithfully  
By order of the Board  
**Sundy Service Group Co. Ltd**  
**Yu Yun**  
*Chairman of the Board*

Hong Kong, 8 April 2022

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## NOTICE OF AGM

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*Registered office in the Cayman Islands:*  
Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Island

*Headquarters and principal place of  
business in the People's Republic of China:*  
127, Hanghai Road  
Jiangan district  
Hangzhou  
Zhejiang province  
People's Republic of China

*Principal place of business in Hong Kong:*  
39/F, Gloucester Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be lodged with 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 not less than 48 hours before the time appointed for holding the AGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.
3. For determining the qualification as members of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 17 May 2022 to Friday, 20 May 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, 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 Monday, 16 May 2022.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of the Company at <http://songduwuye.com> and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the Company of the date, time and place of the re-scheduled AGM.
6. Shareholders who would like to attend the AGM by electronic means may view and listen to the AGM through a live webcast of the AGM which can be accessed by going to <https://meeting.tencent.com/dm/qRISTIAumpFe> on a computer, tablet or any browser enabled device. Please follow the instructions on the landing page on how to access the webcast. Shareholders will be able to access the live webcast at the start of the AGM until its conclusion. Shareholders should note that viewing the live streaming webcast of the AGM will not be counted towards a quorum nor will such participating Shareholders be able to cast their votes online.

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## NOTICE OF AGM

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7. Shareholders can submit questions in relation to the matters to be discussed at the AGM for the Board in advance of the AGM via the following email address: ir9608@songduwuye.com. Shareholders can also submit questions in relation to the matters to be discussed at the AGM during the AGM through the webcast link provided above. Questions in relation to the matters to be discussed at the AGM will be addressed by the Board during the AGM.
8. The Company may implement further changes and precautionary measures as appropriate.

*As at the date of this notice, the Board comprises four executive Directors, Ms. Yu Yun (Chairman), Ms. Zhu Jin (Chief Executive Officer), Mr. Zhu Yihua and Mr. Cheng Huayong; and three independent non-executive Directors, Mr. Zhang Jingzhong, Mr. Xu Rongnian and Mr. Lau Kwok Fai Patrick.*