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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Binjiang Service Group Co. Ltd., you should at once hand this circular and the accompanying proxy form to the purchaser or the 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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# 濱江服務

BINJIANG SERVICE

**Binjiang Service Group Co. Ltd.**

**濱江服務集團有限公司**

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

**(Stock Code: 3316)**

**PROPOSALS FOR**  
**(1) DECLARATION OF FINAL DIVIDEND**  
**(2) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**  
**(3) RE-ELECTION OF RETIRING DIRECTORS**  
**(4) RE-APPOINTMENT OF AUDITORS**  
**AND**  
**(5) NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Binjiang Service Group Co. Ltd. to be held at the Main Conference Room, 6th Floor, 36 Qingchun Road East, Shangcheng District, Hangzhou, the PRC on Wednesday, June 1, 2022 at 3:30 p.m. is set out on pages 19 to 23 of this circular. A proxy form for use at the AGM is enclosed with the notice of the AGM. Such proxy form is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hzbjwy.com>).

Whether or not you are able to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed proxy form 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 and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 3:30 p.m. on Monday, May 30, 2022) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

April 27, 2022

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## DEFINITIONS

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

- “AGM” an annual general meeting of the Company to be convened and held at the Main Conference Room, 6th Floor, 36 Qingchun Road East, Shangcheng District, Hangzhou, the PRC on Wednesday, June 1, 2022 at 3:30 p.m. or any adjournment thereof
- “Articles” the amended and restated memorandum and articles of association of the Company as amended from time to time
- “Binjiang Holdings” Hangzhou Binjiang Investment Holdings Co., Ltd.\* (杭州濱江投資控股有限公司), a limited liability company established in the PRC on October 8, 2006. It is owned as to 64% by Mr. QI, 18% by Mr. Mo Jianhua (莫建華), a non-executive Director and 18% by Mr. Zhu Huiming (朱慧明). Given Binjiang Holdings is controlled by Mr. QI, one of the controlling Shareholders, Binjiang Holdings is therefore a connected person of the Company
- “Binjiang Real Estate” Hangzhou Binjiang Real Estate Group Co., Ltd.\* (杭州濱江房產集團股份有限公司), a limited liability company established in PRC on August 22, 1996, the shares of which listed on the Shenzhen Stock Exchange (stock code: 002244). As at the Latest Practicable Date, Binjiang Real Estate was owned as to approximately (i) 45.41% by Binjiang Holdings; (ii) 11.94% by Mr. QI; (iii) 3.22% by Mr. Mo Jianhua (莫建華), a non-executive Director; (iv) 3.22% by Mr. Zhu Huiming (朱慧明); and (v) 1.00% by Mr. Qi Jiaqi (戚加奇), the son of Mr. QI. Given Binjiang Real Estate is controlled by Mr. QI, one of the controlling Shareholders, it is therefore a connected person of the Company
- “Board” the board of Directors

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## DEFINITIONS

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“Bright Cloud Trust”	an irrevocable trust established on November 19, 2018 by Mr. QI (as the settlor) for the benefit of himself and his family members designated by him
“BVI”	British Virgin Islands
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Binjiang Service Group Co. Ltd. (濱江服務集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholders”	Mr. QI and Great Dragon
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Share Issue Mandate and the Share Buy-back Mandate
“Great Dragon”	Great Dragon Ventures Limited (巨龍創投有限公司), a company incorporated in the BVI with limited liability on March 28, 2017, a Controlling Shareholder
“Great Splendor Trust”	an irrevocable trust established on November 19, 2018 by Mr. MO Jianhua (as the settlor) for the benefit of himself and his family members designated by him
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 20, 2022 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. QI”	Mr. QI Jinxing (戚金興), one of the Controlling Shareholders
“PRC”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China 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 share(s) of US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Buy-back Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buy back Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate at the AGM
“Share Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate at the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Takeovers Code” the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time

“%” per cent

\* *For identification purpose only*

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LETTER FROM THE BOARD

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**濱江服務**

BINJIANG SERVICE

**Binjiang Service Group Co. Ltd.**

**濱江服務集團有限公司**

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

**(Stock Code: 3316)**

*Executive Directors:*

Mr. ZHU Lidong  
Ms. ZHONG Ruoqin

*Non-executive Directors:*

Mr. MO Jianhua  
Mr. CAI Xin

*Independent non-executive Directors:*

Mr. DING Jiangang  
Mr. LI Kunjun  
Ms. CAI Haijing

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office in the PRC:*

Room 1201-1, Block 1  
New Town Times Square  
Shangcheng District  
Hangzhou, China

*Principal Place of Business in Hong Kong:*

Room 507, 5/F., OfficePlus @ Sheung Wan  
93-103 Wing Lok Street  
Sheung Wan, Hong Kong

April 27, 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) DECLARATION OF FINAL DIVIDEND**  
**(2) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**  
**(3) RE-ELECTION OF RETIRING DIRECTORS**  
**(4) RE-APPOINTMENT OF AUDITORS**  
**AND**  
**(5) NOTICE OF THE ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with the relevant information in respect of, among other matters, (i) declaration of final dividend; (ii) the Share Issue Mandate; (iii) the Share Buy-back Mandate; (iv) the re-election of the retiring Directors; (v) the re-appointment of auditors; and to give you notice of the AGM relating to, among other matters, these matters.

### DECLARATION OF FINAL DIVIDEND

Reference is made to the annual results announcement for the year ended December 31, 2021 of the Company dated March 31, 2022. The Board has recommended a final dividend of HK\$0.473 per Share for the year ended December 31, 2021, which are subject to the approval of Shareholders at the AGM and compliance with the Articles and the applicable laws and regulations of the Cayman Islands. Shareholders are required to deal with the filing and payment of tax with the relevant tax authority. An ordinary resolution will be proposed at the AGM to approve the declaration of the final dividend.

### GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with additional Shares representing up to 20% of the total number of the issued Shares as at the date of passing of the resolution. As at the Latest Practicable Date, the total number of issued Shares was 276,407,000. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate will be 55,281,400 Shares, representing 20% of the total number of issued Shares.

The Share Issue Mandate will end on 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 pursuant to the Articles or any applicable laws to be held; or (iii) the date of the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

Subject to the passing of the following ordinary resolution regarding the Share Buy-back Mandate, an ordinary resolution will also be proposed at the AGM to authorise the Directors to exercise the power of the Company to issue new Shares in an amount not exceeding the total number of the Shares bought back by the Company pursuant to the Share Buy-back Mandate.



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## LETTER FROM THE BOARD

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The Directors wish to state that they have no immediate plan to issue any Shares pursuant to the Share Issue Mandate.

### GENERAL MANDATE TO BUY BACK SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to buy back issued Shares subject to the criteria set forth in this circular. In particular, Shareholders should note that the maximum number of Shares that may be bought back pursuant to the Share Buy-back Mandate will be such number which represents 10% of the total number of issued Shares as at the date of passing of the resolution subject to the Listing Rules. The Share Buy-back Mandate will end on 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 pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting. As at the Latest Practicable Date, the total number of issued Shares was 276,407,000. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Buy-back Mandate, the maximum number of Shares which may be bought back pursuant to the Share Buy-back Mandate on the date of passing the resolution approving the Share Buy-back Mandate will be 27,640,700 Shares, representing 10% of total number of issued Shares.

An explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information in connection with the Share Buy-back Mandate, is set forth in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

Mr. MO Jianhua, Ms. CAI Haijing and Mr. LI Kunjun shall retire pursuant to Article 84(1) and Article 84(2) of the Articles. All retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM. Biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set forth in Appendix II to this circular.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, skills, accomplishments, experience, reputation and potential time commitment for the board and/or committee responsibilities), with due regard for the benefits of diversity as set out under the board diversity policy of the Company. The nomination committee of the Company (the “**Nomination Committee**”) had also taken into account the overall contribution and service of Mr. MO Jianhua, Ms. CAI Haijing and Mr. LI Kunjun to the Company and the Board and their commitment to their roles.

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## LETTER FROM THE BOARD

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The Nomination Committee considered that in view of their diverse and difference educational backgrounds and professional knowledge and accomplishments in areas such as audit and accounting, media, public communication as set out in Appendix II to this circular, Mr. MO Jianhua, Ms. CAI Haijing and Mr. LI Kunjun will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Group's business.

The Nomination Committee has also assessed the independence of all independent non-executive Directors. The Nomination Committee assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules of Ms. CAI Haijing and Mr. LI Kunjun when determining the nominated candidate's independence under Rule 3.13 of the Listing Rules, the same factors should also apply to the candidate's immediate family members. "Immediate family member" is defined under Rule 14A.12(1)(a) of the Listing Rules, and re-affirmed his independence. Each of Ms. CAI Haijing, and Mr. LI Kunjun does not hold any cross-directorships or have any significant links with other Directors through involvement in other companies or bodies.

The Board believed that the re-election of Mr. MO Jianhua as non-executive Director, Ms. CAI Haijing as independent non-executive Director, and Mr. LI Kunjun as independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors for re-election as Directors at the AGM. Further information about the Board's composition and diversity as well as the attendance record of the Directors (including the retiring Directors) at the meetings of the Board and/or its committees and the general meetings of the Company is disclosed in the corporate governance report of the annual report.

Details of the above Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

### **RE-APPOINTMENT OF AUDITORS**

KPMG, which has audited the consolidated financial statements of the Company for the year ended December 31, 2021, will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

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## LETTER FROM THE BOARD

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The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint KPMG as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration.

### AGM

Set forth on pages 19 to 23 of this circular is a notice convening the AGM at which, among other things, resolutions will be proposed to approve the declaration of final dividend, the Share Issue Mandate, the Share Buy-back Mandate, the re-election of the retiring Directors and the re-appointment of auditors.

The register of members of the Company will be closed from Friday, May 27, 2022 to Wednesday, June 1, 2022 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Wednesday, June 1, 2022, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, May 26, 2022.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hzbjwy.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at 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 less than 48 hours before the time appointed for the AGM (i.e. not later than 3:30 p.m. on Monday, May 30, 2022).

### VOTING BY POLL

The forthcoming AGM will be held by voting of Shareholders taken by poll pursuant to Rule 13.39(4) of the Listing Rules.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that (i) the approval of final dividend; (ii) the granting of the Share Issue Mandate and the Share Buy-back Mandate; (iii) the re-election of retiring Directors; and (iv) the re-appointment of the auditors are in the best interests of the Company, the Group and the Shareholders as a whole, and would recommend the Shareholders to vote in favour of the relevant resolutions to be proposed 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 Group. 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 aspects and not misleading or deceptive, and there are no other material matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**BINJIANG SERVICE GROUP CO. LTD.**  
**ZHU Lidong**  
*Chairman*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Share Buy-back Mandate for your consideration.

### **1. LISTING RULES RELATING TO THE SHARE BUY-BACK MANDATE**

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions.

All proposed buy-back(s) of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be bought back must be fully paid up. A maximum of 10% of the total number of issued Shares as at the date of passing the relevant resolution may be bought back on the Stock Exchange.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were 276,407,000 Shares in issue. Subject to the passing of the resolution granting the Share Buy-back Mandate and on the basis that no further Shares are issued, allotted or bought back before the AGM, the Company will be allowed to buy back a maximum of 27,640,700 Shares representing 10% of the total number of issued Shares as at the date of passing of resolution until (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 to be held by the Articles or the applicable laws and regulations of the Cayman Islands; or (iii) the revocation or variation of the Share Buy-back Mandate by an ordinary resolution of the Shareholders in a general meeting, whichever is the earliest.

### **3. REASONS FOR BUY-BACKS**

The Directors believe that the Share buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Such buy-back(s) of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-back(s) of Shares will benefit the Company and the Shareholders as a whole.

#### **4. FUNDING OF BUY-BACKS**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any buy-back of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the buy-back or out of capital provided that on the day immediately following the date of buy back the Company is able to pay its debts as they fall due in the ordinary course of business.

#### **5. IMPACT OF BUY-BACKS**

On the basis of the financial position of the Company as at December 31, 2021 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Share Buy-back Mandate is exercised in full during the proposed Share buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

#### **6. GENERAL INFORMATION**

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Buy-back Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Share Buy-back Mandate is approved by the Shareholders.

#### **7. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Share Buy-back Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

## 8. TAKEOVERS CODE

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

As at the Latest Practicable Date, according to the public record, and to the best of the knowledge and belief of the Directors, Great Dragon directly held 126,720,000 Shares representing a total of 45.85% of the total number of issued Shares. The entire issued share capital of Great Dragon is held by Cantrust (Far East) Limited (through its nominee company) as trustee of Bright Cloud Trust. Bright Cloud Trust is a discretionary trust set up by Mr. QI as settlor on November 19, 2018. The beneficiaries of the Bright Cloud Trust include Mr. QI and certain family members of Mr. QI. Accordingly, under the SFO, Mr. QI is deemed to be interested in 126,720,000 Shares, representing 45.85% of the total number of issued Shares, held by Great Dragon. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Share Buy-back Mandate, the shareholding of Great Dragon would be increased to 50.94% of the total number of the issued Shares.

The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors also have no intention to exercise the Buy-back Mandate to such an extent that the number of Shares held by the public falling below the prescribed minimum percentage of 25%.

## 9. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares had been made by the Company during the six months prior to the Latest Practicable Date.

**10. SHARE PRICES**

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during each of the previous twelve months before and including the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
April	24.100	19.480
May	28.800	19.260
June	37.300	27.450
July	34.050	24.200
August	27.250	20.050
September	24.000	17.420
October	26.000	20.800
November	22.850	19.460
December	23.850	19.900
<b>2022</b>		
January	24.250	19.540
February	27.000	22.850
March	24.400	16.300
April (up to the Latest Practicable Date)	25.200	20.300



Details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

**Mr. MO Jianhua (莫建華)**, aged 51, has been the non-executive Director of the Company since December 2017. He is primarily responsible for providing guidance and supervision to the Group's business operations. Mr. MO has over 23 years of experience in the real estate industry. Since January 2017, he has also been serving as the general manager of Hangzhou Pute Equity Investment Management Limited\* (杭州普特股權投資管理有限公司), a company which is principally engaged in equity investment, where he is responsible for the overall management of business. Since November 2006, he has been a director at Binjiang Real Estate, where he is responsible for providing guidance and supervision to our Group's business operations.

From July 2011 to November 2017, he was the general manager of Hangzhou Binjiang Venture Capital Investment Limited\* (杭州濱江創業投資有限公司), a company which is primarily engaged in venture capital, and he was responsible for overall operation of business. From December 1999 to July 2011 he was the managing deputy general manager of Binjiang Real Estate, where he was responsible for the management of construction costs. From October 1996 to December 1999, he served as a deputy general manager at Binjiang Real Estate Construction Co., Ltd.\* (濱江房屋建設開發有限公司), a company engaged in real estate construction. He was responsible for the management of construction costs.

Mr. MO obtained an executive master's degree in business administration (EMBA) from Zhejiang University (浙江大學), the PRC, in June 2013.

Save as disclosed above, Mr. MO has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company and had not held any directorships in any other public companies that the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

Mr. MO, being a settlor of a discretionary trust and having interest in controlled corporation, was deemed to be interested in 35,640,000 Shares held by Haoyu Ventures Limited (好運創投有限公司) ("Haoyu"), representing 12.89% of the total Shares in issue of the Company. Haoyu is held by Infiniti Trust (Asia) Limited (through its nominee companies) as trustee of Great Splendor Trust. Great Splendor Trust is a discretionary trust set up by Mr. MO as settlor for the benefit of himself and his certain family members.

Save as disclosed above, as of the Latest Practicable Date, Mr. MO was not interested in any Shares and underlying shares of the Company pursuant to Part XV of the Securities and Future Ordinance.

Mr. MO has entered into a service contract with the Company which is subject to termination in accordance with the terms stated therein. Pursuant to the service contract, the remuneration of Mr. MO is RMB0 and was determined by reference to his experience, qualification and the prevailing market condition. Mr. MO is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles, the Listing Rules and other applicable laws.

Save as disclosed above, Mr. MO confirms that there are no other matters concerning his re-election that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**Ms. CAI Haijing (蔡海靜)**, aged 39, joined our Group in February 2019 as an independent non-executive Director. Since December 2007, she was a lecturer of accounting at Zhejiang University of Finance and Economics (浙江財經大學) and appointed as an associate professor in December 2014 and subsequently as a professor in November 2019. In October 2017, Ms. CAI was regarded as the Leading Expert of the Zhejiang High-education Youngster (浙江省高校中青年學科帶頭人) and the nurturing target of the Zhejiang 151 Talent Project (浙江省新世紀151人才工程) in December 2015.

Ms. CAI has been serving as an independent non-executive director and a member of the audit committee of Wangneng Environment Co., Ltd.\* (旺能環境股份有限公司), an environment protection company listed on the Shenzhen Stock Exchange (stock code: 002034) since December 2017, Zhejiang Kang Long Da Special Protection Technology Co., Ltd.\* (浙江康隆達特種防護科技股份有限公司), a textile manufacturing company listed on the Shanghai Stock Exchange (stock code: 603665) since October 2017 and Hangzhou Jizhi Mechatronic Co., Ltd.\* (杭州集智機電股份有限公司), a machines manufacturing company listed on the Shenzhen Stock Exchange (stock code: 300553) since July 2015. As an independent non-executive director and a member of the audit committee, she is responsible for providing independent judgment and advice in relation to general management and audit committee to those listed companies.

Ms. CAI obtained a doctoral degree in accounting from Zhongnan University of Economics and Law (中南財經政法大學), the PRC, in June 2013, a master's degree from Brock University (加拿大布魯克大學), Canada, in October 2007 and bachelor's degree from Zhejiang University of Financial and Economics (浙江財經大學), the PRC, in June 2006. She was admitted as a fellow of the Association of Chartered Certified Accountants (英國特許會計師協會) in June 2011 and the Canadian Institute of Chartered Accountants (加拿大註冊會計師協會) in September 2010.

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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Save as disclosed above, Ms. CAI has no other relationships with any other Directors, senior management of the Company or substantial or controlling Shareholders nor did Ms. CAI hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas during the last three years preceding the Latest Practicable Date.

Ms. CAI did not have any interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. CAI has entered into a letter of appointment with the Company which is subject to termination in accordance with the terms stated therein. Pursuant to the letter of appointment, the remuneration of Ms. CAI is RMB100,000 and was determined with reference to her experience, qualification and the market condition. Ms. CAI is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles, the Listing Rules and other applicable laws.

Save as disclosed above, Ms. CAI confirmed that there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. LI Kunjun (李坤軍)**, aged 44, joined our Group in February 2019 as an independent non-executive Director. Since October 2017, he has been serving as the chief executive officer of Hangzhou Xiaodi Technology Co., Ltd.\* (杭州小嶙科技有限公司), a company engaged in the real estate technology development, which attracted investments from Hangzhou Tengguo Internet Technology Co., Ltd.\* (杭州騰果網絡科技有限公司) and Hangzhou Daily Newspaper Press Group\* (杭州日報報業集團) (“**Hongzhou Daily**”), and created one of the most influential Wechat official accounts with regard to property market in Hangzhou. He is responsible for the overall management and business operation.

Mr. LI has extensive work experience in the media industry. From September 2000 to December 2016, he held various positions at Hangzhou Daily, including reporter, and director of property office. During his tenure, he published a book, Hangzhou Qualified Houses — Guidance for purchasing houses from Qiu Weiwei and LI Kunjun.

Mr. LI graduated from Zhejiang University (浙江大學), the PRC, with his bachelor’s degree in Chinese in June 2000.

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**APPENDIX II            DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED**

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Save as disclosed above, Mr. LI has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company and had not held any directorships in any other public companies that the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

As of the Latest Practicable Date, Mr. LI was not interested in any Shares and underlying shares of the Company pursuant to Part XV of the Securities and Future Ordinance.

Mr. LI has entered into a letter of appointment with the Company which is subject to termination in accordance with the terms stated therein. Pursuant to the letter of appointment, the remuneration of Mr. LI is RMB100,000 and was determined by reference to his experience, qualification and the prevailing market condition. Mr. LI is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles, the Listing Rules and other applicable laws.

Save as disclosed above, Mr. LI confirms that there are no other matters concerning his re-election that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

*\* For identification purpose only*



# 濱江服務

BINJIANG SERVICE

**Binjiang Service Group Co. Ltd.**

**濱江服務集團有限公司**

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

**(Stock Code: 3316)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Binjiang Service Group Co. Ltd. (the “Company”) will be held at the Main Conference Room, 6th Floor, 36 Qingchun Road East, Shangcheng District, Hangzhou, the PRC on Wednesday, June 1, 2022 at 3:30 p.m. for the following purposes:

## AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and the independent auditors (the “**Auditors**”) for the year ended December 31, 2021.
2. To declare a final dividend of HK\$0.473 per Share for the year ended December 31, 2021.
3. To re-elect the following retiring Directors of the Company:
  - (a) Mr. MO Jianhua as non-executive Director.
  - (b) Ms. CAI Haijing as independent non-executive Director.
  - (c) Mr. LI Kunjun as independent non-executive Director.
4. To authorise the board of Directors of the Company (the “**Board**”) to determine the Directors’ remuneration.
5. To re-appoint KPMG as the auditors of the Company and to authorise the Board to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

## 6. “THAT:

- (i) subject to paragraph (iii) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) on all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options 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) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than by way of (a) Rights Issue (as hereinafter defined); or (b) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment and issue of Shares of the Company in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the total number of Shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

(iv) for the purpose of this resolution:

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

(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 to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

(b) “**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (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 expense 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, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

7. “**THAT:**

(i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(ii) the total number of Shares of the Company which may be bought back by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares of the Company in issue as at the date of 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 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 of the Company or any applicable laws to be held; and

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”

8. “**THAT** conditional upon resolutions No. 6 and No. 7 above being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares pursuant to resolution No. 6 be and is hereby extended by the addition thereto the total number of shares of the Company bought back by the Company under the authority granted pursuant to resolution No. 7.”

By Order of the Board  
**BINJIANG SERVICE GROUP CO. LTD.**  
**ZHU Lidong**  
*Chairman*

Hangzhou, PRC, April 27, 2022



*Notes:*

- (1) All resolutions (except for procedural and administrative matters) at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (2) Any shareholder 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 Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (3) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged by post or by hand at the Company's 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 AGM (i.e. not later than 3:30 p.m. on Monday, May 30, 2022) or any adjournment thereof.
- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) The register of members of the Company will be closed from Friday, May 27, 2022 to Wednesday, June 1, 2022 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Wednesday, June 1, 2022, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, May 26, 2022.
- (6) Subject to the approval of Shareholders at the AGM, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on Friday, June 10, 2022, being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed from Wednesday, June 8, 2022 to Friday, June 10, 2022, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, June 7, 2022.

*As at the date of this notice, the Board comprises Mr. ZHU Lidong and Ms. ZHONG Ruoqin as executive Directors; Mr. MO Jianhua and Mr. CAI Xin as non-executive Directors; Mr. DING Jianguang, Mr. LI Kunjun and Ms. CAI Haijing as independent non-executive Directors.*