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

If you have sold or transferred all your shares in Greentown Service Group Co. Ltd., you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Greentown Service Group Co. Ltd.

綠城服務集團有限公司

(A company incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 2869)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
DECLARATION OF A FINAL DIVIDEND AND A SPECIAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Conference Room, 28/F, Crowne Plaza Hong Kong Causeway Bay, 8 Leighton Road, Causeway Bay, Hong Kong on 20 June 2025 at 10:00 a.m. is set out on pages 19 to 24 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.lvchengfuwu.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 10:00 a.m. on 18 June 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.

24 April 2025

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room, 28/F, Crowne Plaza Hong Kong Causeway Bay, 8 Leighton Road, Causeway Bay, Hong Kong on 20 June 2025 at 10:00 a.m., or any adjournment thereof, notice of which is set out on pages 19 to 24 of this circular
“Articles of Association”	the articles of association of the Company adopted on 17 June 2022, as amended from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Greentown Service Group Co. Ltd., an exempted company incorporated on 24 November 2014 in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, including, where the context so requires, its agents, nominees, representatives, officers and employees
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	17 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Lily International Investment”	Lily International Investment Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, being a Controlling Shareholder and is directly owned as to 100% by Mr. Shou Bainian, a non-executive Director
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Orchid Garden Investment”	Orchid Garden Investment Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, being a Controlling Shareholder and is indirectly owned as to 40%, 39% and 21% by Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, respectively
“Osmanthus Garden Investment”	Osmanthus Garden Investment Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, being a Controlling Shareholder and is directly owned as to 100% by Mr. Song Weiping
“PRC”	the People’s Republic of China, which for the purpose of this circular and for geographic reference only, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate number of the Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate (and the Company may hold the Shares so repurchased in treasury)
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	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 nominal value of HK\$0.00001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“ShenaLan International Investment”	ShenaLan International Investment Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, being a Controlling Shareholder and is directly owned as to 100% by Ms. Xia Yibo, a non-executive Director
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



Greentown Service Group Co. Ltd.

綠城服務集團有限公司

(A company incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 2869)

Executive Directors:

Mr. Yang Zhangfa
Ms. Jin Keli

Non-executive Directors:

Mr. Shou Bainian
Ms. Xia Yibo
Ms. Li Hairong
Mr. Song Hailin

Independent Non-executive Directors:

Mr. Poon Chiu Kwok
Mr. Wong Ka Yi
Mr. Li Feng
Mr. Jia Shenghua

Registered office:

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

*Principal place of business
in Hong Kong:*

Rooms 1607-08, 16th Floor
Kai Tak Commercial Building
Nos. 317 & 319 Des Voeux Road Central
Sheung Wan, Hong Kong

24 April 2025

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
DECLARATION OF A FINAL DIVIDEND AND A SPECIAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of the retiring Directors; and (c) the declaration of a final dividend and a special dividend.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 6(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and/or deal with the additional Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 3,163,645,627 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 6(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue (or sell or transfer (for the case of treasury Shares)) a maximum of 632,729,125 Shares under the General Mandate.

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

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the resolution in relation to the Repurchase Mandate and the Company may hold the Shares so repurchased in treasury.

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,163,645,627 Shares. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate on the date of passing the resolution will be 316,364,562 Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84 of the Articles of Association, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) will retire from office by rotation and will be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Yang Zhangfa, Ms. Xia Yibo, Mr. Li Feng and Mr. Jia Shenghua will retire and, being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

In addition, in accordance with article 83(3) of the Articles of Association, Mr. Song Hailin, who was appointed as a Director on 24 February 2025, is subject to re-election and being eligible, has offered himself for re-election at the Annual General Meeting.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

DECLARATION OF A FINAL DIVIDEND AND A SPECIAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has recommended the payment of a final dividend of HK\$0.13 per Share and a special dividend of HK\$0.07 per Share in respect of the year ended 31 December 2024. Conditional upon the passing of ordinary resolution numbered 2 by the Shareholders at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 26 June 2025 to Friday, 27 June 2025 (both dates inclusive), during which period no transfer of Shares will be registered and the final dividend and the special dividend are expected to be paid on or before Wednesday, 9 July 2025. Shareholders whose names appear on the register of members of the Company on Friday, 27 June 2025 will be entitled to the final dividend and the special dividend. The final dividend and the special dividend will be paid in Hong Kong dollars. In order to determine the identity of the Shareholders who are entitled to the final dividend and the special dividend, all transfers accompanied by the relevant share certificates 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 not later than 4:30 p.m. on Wednesday, 25 June 2025.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 19 to 24 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and the declaration of a final dividend and a special dividend.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lvchengfuwu.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, 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 fixed for holding the Annual General Meeting (i.e. before 10:00 a.m. on 18 June 2025) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

There is no Shareholder who has any material interest in the above proposed resolutions, therefore none of the Shareholders is required to abstain from voting on such resolutions. Separately, holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of the Annual General Meeting as set out on pages 19 to 24 of this circular will be taken by way of poll.

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

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and the declaration of the final dividend and the special dividend are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully
By Order of the Board
Greentown Service Group Co. Ltd.
Yang Zhangfa
Chairman

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointments and professional qualifications. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or Controlling Shareholders (as defined in the Listing Rules).

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

EXECUTIVE DIRECTOR

Mr. Yang Zhangfa (楊掌法), aged 53, has been an executive Director and chief executive officer of the Company (“CEO”) since 27 November 2015. He was appointed as the vice chairman of the Board and ceased to be the CEO with effect from 23 March 2018. Mr. Yang was appointed as the chairman of the Board on 30 December 2021, he is responsible for making decisions for material operational matters, participating in Board decisions and implementing the resolutions of the Board. Mr. Yang joined our Group in February 2002 and has served in various positions in Greentown Property Management Service Group Co., Ltd* (綠城物業服務集團有限公司) (“**Greentown Property Management**”), including the assistant to general manager from April 2002 to March 2003, the vice general manager from March 2003 to February 2008, the executive vice general manager from February 2008 to January 2009, the executive general manager from January 2009 to February 2011, the general manager from February 2011 to March 2018, the chairman of its board of directors from May 2019 to March 2025 and the sole director since March 2025.

In addition, Mr. Yang currently holds directorship in various subsidiaries of the Company.

Mr. Yang is currently appointed as an expert of China Property Management Association* (中國物業管理協會), and is the vice president of Zhejiang Real Estate Industry Association* (浙江省房地產協會), vice president of Zhejiang Property Management Association* (浙江省物業管理協會), and president of Hangzhou Property Management Association (杭州市物業管理協會). He graduated from Zhejiang University (浙江大學) in Hangzhou, the PRC and Hunan University (湖南大學) in Changsha, the PRC majoring in real estate development and management, and business administration, respectively. He has also attended study tours at The Wharton Business School of the University of Pennsylvania in the United States and The University of Tokyo in Japan.

Mr. Yang has entered into a service contract with the Company as an executive Director for a term of three years from 27 November 2015, which is renewable automatically subject to termination as provided in the service contract. Mr. Yang is subject to retirement by rotation and re-election at least once every three years at an annual general meeting of the Company in accordance with the Articles of Association. Mr. Yang is entitled to receive Director's fee, a discretionary management bonus which was determined by the Board with reference to the Company's performance, the prevailing market conditions and his overall performance after the completion of each service year. Mr. Yang received Directors' emoluments (including bonuses, salaries, pension plans, discretionary bonuses, housing and other allowances, and other in-kind benefits) in the total sum of RMB3,211,000 for the year ended 31 December 2024.

As at the Latest Practicable Date, Mr. Yang had interests in 60,000,000 Shares and 8,020,000 underlying Shares under the share options within the meaning of Part XV of the Securities and Futures Ordinance, representing approximately 1.90% and 0.25%, respectively, of the total number of Shares in issue.

NON-EXECUTIVE DIRECTORS

Ms. Xia Yibo (夏一波), aged 62, has been our non-executive Director since 27 November 2015, and is responsible for providing guidance and supervision regarding the business and operation of our Group. Ms. Xia became an indirect holder of equity interests in Greentown Property Management in September 2002. Ms. Xia was the chairlady of Hangzhou Greentown Decorating and Design Co., Ltd. (杭州綠城裝潢設計有限公司) from September 1996 to August 2002. Ms. Xia has been serving as the director of Greentown Holdings Group Co., Ltd.* (綠城控股集團有限公司) since September 2002 and is now the chairman of this company.

Ms. Xia graduated from the Department of Chinese of Zhejiang Radio and Television University (浙江廣播電視大學) in Zhejiang Province, the PRC.

Ms. Xia has entered into an appointment letter with the Company as a non-executive Director for a term of three years commencing from 27 November 2015, which may be renewable automatically subject to both parties' agreement. Ms. Xia is subject to retirement by rotation and re-election at least once every three years at an annual general meeting of Company in accordance with the Articles of Association. Ms. Xia received Directors' emoluments in the total sum of RMB300,000 for the year ended 31 December 2024, which was determined by the Board with reference to the Company's performance, the prevailing market conditions and her overall performance after the completion of each service year.

As at the Latest Practicable Date, Ms. Xia had interests in 1,020,000,000 Shares (interest of controlled corporation) and 3,500,000 Shares (interest of spouse) within the meaning of Part XV of the Securities and Futures Ordinance, representing approximately 32.24% and 0.11%, respectively, of the total number of Shares in issue.

Mr. Song Hailin (宋海林), aged 52, has been our non-executive Director since 24 February 2025 and he joined Longfor Group Holdings Limited (龍湖集團控股有限公司) (a company listed on the Main Board of the Stock Exchange with stock code: 960, together with its subsidiaries, the “**Longfor Group**”) in February 2011. He served as the general manager of Beijing company of Longfor Group, general manager of research and development department of headquarter of Longfor Group, head of IPD (Integrated Product Development) laboratory of Longfor Group and chief executive officer of Longfor Smart Construction* (龍湖龍智造). Mr. Song is currently the senior vice president of Longfor Group and the chief executive officer of Longfor Intelligent Living* (龍湖智創生活).

Mr. Song was awarded the “China Real Estate Influencer in 2023” by China Real Estate Newspaper* (中國房地產報社) and China International Real Estate & Architectural Technology Fair Organizing Committee* (CIHAF中國住交會組委會) in January 2024. Mr. Song obtained the registered qualification certificate of Class 1 registered architect of the People’s Republic of China issued by the Beijing Personnel Bureau* (北京市人事局) in October 2007.

Mr. Song graduated from Tsinghua University* (清華大學) in June 2001 with a doctor degree in engineering in architectural design and theory.

Mr. Song has entered into an appointment letter with the Company in relation to his appointment as a non-executive Director for a term of three years since 24 February 2025 and subject to automatic renewal upon expiry, unless otherwise agreed in accordance with the appointment letter. Mr. Song will be subject to retirement by rotation and re-election at least once every three years at an annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the appointment letter, Mr. Song is entitled to an annual remuneration of RMB300,000 before tax, which was determined by the Board with reference to his roles and responsibilities in the Company, the Company’s current standards for emoluments and the prevailing market conditions. His remuneration is subject to review by the remuneration committee of the Company and the Board from time to time.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Feng (李風), aged 66, has been our independent non-executive Director since 5 December 2017, and he has years of rich experience in property management industry. He served as the general manager of Shanghai Donghu Property Management Co., Ltd. (上海東湖物業管理有限公司) from February 2002 to February 2023. He also served as management in Hongqiao State Guest Hotel Shanghai (上海虹橋迎賓館), Dongjiao State Guest Hotel (東郊賓館) and Shanghai Lilac Garden Hotel (上海丁香花園賓館).

Mr. Li was awarded as the Leader of the 25th anniversary of the Trade Association of Shanghai Property Management (上海市物業管理行業協會25週年系列表彰領軍人物) in 2019, the Outstanding Entrepreneur of 2018 Shanghai Modern Service Industry (2018年上海現代服務業優秀企業家), Person of the Year of 2015 in Property Management Industry (2015物業管理行業年度人物) in 2015, Shanghai Brand Strategy Implementation of 20 Years Influential 50 People (上海名牌戰略實施20年有影響50人) in 2014, Shanghai World Expo Advanced Individual (上海世博會先進個人) in 2010 and China's Economy 100 Outstanding Figures (中國經濟百名傑出人物) in 2003. Mr. Li was qualified as a senior economist by Shanghai Accreditation Committee for the Qualifications of Senior Professional and Technical Positions Majoring in Commercial and Industrial in the Economic Field (上海市經濟系列工商經濟專業高級專業技術職務任職資格審定委員會). He was also qualified as a Shanghai government procurement review expert (上海市政府採購評審專家) and appointed as an expert of China Property Management Association* (中國物業管理協會). He graduated from Shanghai University (上海大學) in Shanghai, the PRC with a master's graduate certificate majoring in management engineering.

Mr. Li has entered into an appointment letter with the Company as an independent non-executive Director for a term of three years from 5 December 2017, which is renewable automatically subject to both parties' agreement. Mr. Li will be subject to retirement by rotation and re-election at least once every three years at an annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the appointment letter, Mr. Li is entitled to a Director's fee, which was determined by the Board with reference to the Company's performance, prevailing market conditions and his overall performance after the completion of each service year. Mr. Li received Directors' emoluments in the total sum of RMB300,000 for the year ended 31 December 2024.

Mr. Jia Shenghua (賈生華), aged 63, has been appointed as an independent non-executive Director since 1 June 2023. He worked at Northwest Agricultural University* (西北農業大學) from July 1989 to February 1995, where he was engaged in teaching and research of land economic management. He joined and taught in Zhejiang University* (浙江大學) since March 1995 and retired in January 2025.

Mr. Jia is currently an independent non-executive director of Greentown China Holdings Limited, a company listed on the Stock Exchange (stock code: 3900), as well as an independent director of each of Hangzhou Binjiang Real Estate Co., Ltd.* (杭州濱江房地產股份有限公司, a company listed on the Shenzhen Stock Exchange (stock code: 002244)) and Guangyu Group Co., Ltd.* (廣宇集團股份有限公司, a company listed on the Shenzhen Stock Exchange (stock code: 002133)). Moreover, Mr. Jia served as an independent non-executive director of Dexin Services Group Limited (德信服務集團有限公司, a company listed on the Stock Exchange (stock code: 2215)) from June 2021 to April 2023, and an independent director of Nandu Property Services Group Co., Ltd.* (南都物業服務集團股份有限公司, a company listed on the Shanghai Stock Exchange (stock code: 603506)) from December 2018 to December 2024.

Mr. Jia obtained his bachelor's degree in agricultural economics and management from the Northwest A&F University* (西北農學院) in the PRC in July 1983 and his doctor's degree in agricultural economics and management from the Northwest Agricultural University* (西北農業大學) in the PRC in July 1989.

Mr. Jia has entered into an appointment letter with the Company as an independent non-executive Director for a term of three years from 1 June 2023, which is renewable automatically subject to both parties' agreement. Mr. Jia will be subject to retirement by rotation and re-election at least once every three years at an annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the appointment letter, Mr. Jia is entitled to a Director's fee, which was determined by the Board with reference to the Company's performance, prevailing market conditions and his overall performance after the completion of each service year. Mr. Jia received Directors' emoluments in the total sum of RMB300,000 for the year ended 31 December 2024.

According to the amended principles on nomination, selection and recommendation of Directors, the Company confirmed Mr. Li and Mr. Jia as candidates of independent non-executive Directors ("INEDs"). The nomination committee of the Company made a comprehensive assessment of the candidates' experience, skills, time and effort in performing their duties, assessed the independence of the candidates of INEDs pursuant to Rule 3.13 of the Listing Rules, and then submit to the Board for appointment.

The Company considers that Mr. Li and Mr. Jia possess good academic and professional qualifications, diverse experiences and relevant industry knowledge, they have been able to bring about business strategy, corporate governance and relevant insights on industry development trends to the Board since their appointments, thereby facilitating the implementation of the board diversity policy and let the Board make decisions more efficiently. The Company and the Directors are of the view, and as confirmed by Mr. Li and Mr. Jia, that they will be able to continue to devote sufficient time to discharge their duties as INEDs. Mr. Li and Mr. Jia have also demonstrated that they understand their duties and obligations as required by the relevant laws and regulations, including the Listing Rules. While in the course of discharging their duties and obligation, Mr. Li and Mr. Jia, same as other Directors, are fully supported by our company secretary and the legal team.

* For identification purposes only

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 3,163,645,627 Shares of nominal value of HK\$0.00001 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 316,364,562 Shares which represent 10% of the aggregate number of issued Shares (excluding any treasury Shares) as at the date of passing the resolution in relation to the Repurchase Mandate, during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders for the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its 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.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Act, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

STATUS OF REPURCHASED SHARES

The Company may cancel any repurchased Shares and/or hold them as treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

For any treasury Shares deposited with the CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, Orchid Garden Investment is owned as to 40%, 39% and 21% by Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment, respectively. Given Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are indirectly interested in the Shares through Orchid Garden Investment, Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are deemed to be parties acting in concert. As such, Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, together with their respective holding companies (being Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment), are all deemed to be interested in the total Shares directly held by Orchid Garden Investment. Therefore, to the best knowledge of the Company, as at the Latest Practicable Date, Mr. Song Weiping, Mr. Shou Bainian, Ms. Xia Yibo, Osmanthus Garden Investment, Lily International Investment, ShenaLan International Investment and Orchid Garden Investment will be together entitled to directly and indirectly exercise or control the exercise of the voting power attached to 1,020,000,000 Shares, representing approximately 32.24% of the issued share capital of the Company.

In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Orchid Garden Investment in the Company will be increased to approximately 35.82% of the issued Shares. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for Orchid Garden Investment to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from repurchasing its Shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company repurchased its own Shares as follows:

Date of Repurchase	No. of Shares repurchased by the Company	Price per Share		Aggregate consideration paid HK\$
		Highest HK\$	Lowest HK\$	
24 December 2024	506,000	3.69	3.65	1,861,196.80
27 December 2024	720,000	3.72	3.62	2,670,276.23
30 December 2024	1,480,000	3.76	3.69	5,547,334.33
31 December 2024	154,000	3.81	3.77	587,068.45
2 January 2025	1,558,000	3.89	3.79	6,004,874.33
3 January 2025	1,656,000	3.88	3.78	6,373,792.57
6 January 2025	1,638,000	3.89	3.65	6,127,403.40
7 January 2025	2,000,000	3.76	3.64	7,437,274.65
8 January 2025	2,524,000	3.80	3.66	9,411,133.43
9 January 2025	2,000,000	3.88	3.75	7,686,393.39
10 January 2025	2,000,000	3.92	3.73	7,627,670.81
13 January 2025	762,000	3.79	3.67	2,854,066.62
14 January 2025	760,000	3.84	3.74	2,896,230.88
15 January 2025	756,000	3.80	3.70	2,857,048.25
16 January 2025	756,000	3.83	3.73	2,857,653.71
17 January 2025	760,000	3.75	3.67	2,820,681.07

SHARE PRICES

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

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2024		
April	3.62	2.73
May	4.98	3.54
June	4.12	3.34
July	3.79	3.19
August	3.76	3.04
September	4.89	3.41
October	5.63	3.99
November	4.43	3.67
December	4.18	3.45
2025		
January	3.94	3.58
February	4.19	3.45
March	4.75	3.76
April (up to and including the Latest Practicable Date)	4.47	3.89

NOTICE OF ANNUAL GENERAL MEETING



Greentown Service Group Co. Ltd.

綠城服務集團有限公司

(A company incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 2869)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Greentown Service Group Co. Ltd. (the “**Company**”) will be held at Conference Room, 28/F, Crowne Plaza Hong Kong Causeway Bay, 8 Leighton Road, Causeway Bay, Hong Kong on 20 June 2025 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2024 and the reports of the board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) and auditor of the Company thereon.
2.
 - (i) To declare a final dividend for the year ended 31 December 2024.
 - (ii) To declare a special dividend for the year ended 31 December 2024.
3. To re-elect the following retiring Directors:
 - (i) To re-elect Mr. Yang Zhangfa as an executive Director.
 - (ii) To re-elect Ms. Xia Yibo as a non-executive Director.
 - (iii) To re-elect Mr. Song Hailin as a non-executive Director.
 - (iv) To re-elect Mr. Li Feng as an independent non-executive Director.
 - (v) To re-elect Mr. Jia Shenghua as an independent non-executive Director.
4. To authorise the Board to fix the remuneration of all the Directors.
5. To re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the year ending 31 December 2025.

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (the **“Shares”**) (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Listing Rules (as defined hereinafter) out of treasury) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury Shares out of treasury) (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;

NOTICE OF ANNUAL GENERAL MEETING

- (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
- (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed the aggregate of:

- (a) 20% of the aggregate number of Shares (excluding any treasury Shares) as at the date of passing this resolution; or
- (b) (the Board is so authorised by resolution numbered 6(C)) the aggregate nominal value of Shares repurchased by the Company subsequent to the passing of resolution numbered 6(B) (up to a maximum equivalent to 10% of the aggregate number of Shares (excluding any treasury Shares) as at the date of passing resolution numbered 6(B)),

and the approval shall 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:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (3) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”, each a “**Shareholder**”) in a general meeting revoking or varying the authority given to the Directors by this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) “**Rights Issue**” means an offer of Shares or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (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 exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (and the Company may hold the Shares so repurchased in treasury) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate value of the Shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate number of Shares (excluding any treasury Shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

(C) “**THAT** conditional upon the resolutions numbered 6(A) and 6(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new Shares (including any sale or transfer of treasury Shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 6(A) set out in this notice be and is hereby extended by the addition to the aggregate nominal value of the issued Shares which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6(B) set out in this notice, provided that such extended amount shall represent up to 10% of the aggregate number of the issued Shares (excluding any treasury Shares) as at the date of passing of the said resolutions.”

By Order of the Board
Greentown Service Group Co. Ltd.
Yang Zhangfa
Chairman

24 April 2025

Notes:

- (i) Resolution numbered 6(C) will be proposed to the Shareholders for approval provided that resolutions numbered 6(A) and 6(B) are passed by the Shareholders.
- (ii) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a Shareholder.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) Where there are joint registered holders of any Shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iv) In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 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 (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. before 10:00 a.m. on 18 June 2025) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The register of members of the Company will be closed from Tuesday, 17 June 2025 to Friday, 20 June 2025, both days inclusive, in order to determine the eligibility of Shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, 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 June 2025.
- (vi) The register of members of the Company will be closed from Thursday, 26 June 2025 to Friday, 27 June 2025, both days inclusive, in order to determine the entitlement of Shareholders to receive the final dividend and the special dividend, during which period no share transfers will be registered. To qualify for the final dividend and the special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, 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 Wednesday, 25 June 2025.
- (vii) In respect of resolution numbered 3 above, Mr. Yang Zhangfa, Ms. Xia Yibo, Mr. Song Hailin, Mr. Li Feng and Mr. Jia Shenghua shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular of the Company dated 24 April 2025.
- (viii) In respect of the resolution numbered 6(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares (including any sale or transfer of treasury Shares out of treasury) referred therein. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules.
- (ix) In respect of resolution numbered 6(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares in circumstances which they deem appropriate and for the benefits of Shareholders. The explanatory statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own Shares, as required by the Listing Rules, is set out in Appendix II to the circular of the Company dated 24 April 2025.
- (x) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.