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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

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

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

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

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

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A notice convening the AGM to be held at 15th Floor, Caihejiaye Building, No.19 Xintang Road, Jianggan District, Hangzhou City, Zhejiang Province, PRC on Monday, 7 June 2021 at 10:00 a.m. is set out on pages 22 to 26 of this circular.

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

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

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

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

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so desire.

30 April 2021



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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 15th Floor, Caihejiaye Building, No.19 Xintang Road Jianggan District, Hangzhou City, Zhejiang Province, PRC on Monday, 7 June 2021 at 10:00 a.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 22 to 26 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Sundy Service Group Co. Ltd (宋都服务集团有限公司) (formerly known as SUNDY HUIDU LIMITED (宋都汇都有限公司)), incorporated in the Cayman Islands on 5 May 2017 as an exempted company with limited liability under the Companies Law
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, including any person or group of persons who are entitled to exercise 30% or more of the voting power at the general meeting or are in a position to control the composition of a majority of the Board, which as at the Latest Practicable Date, refer to Mr. Yu and Sundy Heye
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“Hangzhou Herui”	Hangzhou Herui Living Service Co., Ltd.* (杭州和瑞生活服務有限公司), a company established in the PRC with limited liability on 7 November 2019, which is an indirect wholly-owned subsidiary of the Company
“Hangzhou Xingrun”	Hangzhou Xingrun Enterprise Management Co., Ltd.* (杭州興潤企業管理有限公司), a company established in the PRC with limited liability on 28 December 2017, which is an indirect wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Hongdu Information”	Hangzhou Hongdu Information Engineering Co., Ltd.* (杭州鴻都信息工程有限公司) (previously known as Hangzhou Sundy Information Engineering Technology Co., Ltd.* (杭州宋都信息工程技術有限公司)), a company established in the PRC with limited liability on 20 August 2019, which is an indirect wholly-owned subsidiary of the Company
“Hui Du”	HUI DU GROUP CO. LTD (匯都集團有限公司), a company incorporated in the BVI with limited liability on 26 October 2017, which is a wholly-owned subsidiary of the Company
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with Shares in the manner as set out in the ordinary resolution numbered 5 of the notice of the AGM (as extended by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate pursuant to the ordinary resolution numbered 6 of the notice of the AGM)
“Jilin Sundy”	Jilin Sundy Property Management Service Co., Ltd.* (吉林宋都物業服務有限公司), a company established in the PRC with limited liability on 23 June 2020, which is an 51% indirect owned subsidiary of the Company

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## DEFINITIONS

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“Latest Practicable Date”	22 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Lusong Property”	Hangzhou Lusong Property Service Co., Ltd.* (杭州綠宋物業服務有限公司), a company established in the PRC with limited liability on 6 May 2019, which is a 50% indirectly owned subsidiary of the Company
“Mr. Yu”	Mr. Yu Jianwu (俞建午), one of the Controlling Shareholders
“Ningbo Sundry”	Ningbo Fenghua Sundry Property Service Co., Ltd.* (寧波奉化宋都物業服務有限公司), a company established in the PRC with limited liability on 23 November 2020, which is an indirect wholly-owned subsidiary of the Company
“Nomination Committee”	the nomination committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the ordinary resolution numbered 6 of the notice of the AGM
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Rong Du”	RONG DU GROUP CO. LIMITED (榮都集團有限公司), a company incorporated in Hong Kong with limited liability on 20 November 2017, which is an indirect wholly-owned subsidiary of the Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shangqiu Sundry”	Shangqiu Sundry Property Service Co., Ltd.* (商丘宋都物業服務有限公司), a company established in the PRC with limited liability on 19 March 2021, which is an indirect wholly-owned subsidiary of the Company

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of US\$0.00001 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 21 December 2020
“Shareholder(s)”	holder(s) of the Share(s)
“Songdu Exhibition”	Hangzhou Songdu Exhibition Co., Ltd.* (杭州頌都會展有限公司), a company established in the PRC with limited liability on 15 June 2016, which is an indirect wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sundy Agency”	Hangzhou Sundy Real Estate Agency Co., Ltd* (杭州宋都房地產代理有限公司), a company established in the PRC with limited liability on 7 March 2017, which is an indirect wholly-owned subsidiary of the Company
“Sundy Heye”	SUNDY HEYE LIMITED (宋都和業有限公司), a company incorporated in the BVI with limited liability on 21 March 2017, one of the Controlling Shareholders
“Sundy Jiahe”	Hangzhou Sundy Jiahe Hotel Management Co., Ltd.* (杭州宋都嘉和酒店管理有限公司) (formerly known as Hangzhou Qiyu Internet Technology Co., Ltd.*(杭州琪寓網絡科技有限公司)), a company established in the PRC with limited liability on 24 January 2017, which is an indirect wholly-owned subsidiary of the Company
“Sundy Property”	Hangzhou Sundy Property Management Co., Ltd.* (杭州宋都物業經營管理有限公司) (formerly known as Hangzhou Shenye Sundy Property Management Co., Ltd.* (杭州深業宋都物業經營管理有限公司)), a company established in the PRC with limited liability on 8 January 1995, which is an indirect wholly-owned subsidiary of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

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## DEFINITIONS

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*Unless expressly stated or the context otherwise requires:*

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

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

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## LETTER FROM THE BOARD

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

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

*Executive Directors:*

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

*Independent non-executive Directors:*

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

*Registered office in the Cayman Islands:*

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

*Principal place of business in Hong Kong:*

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

30 April 2021

*To the Shareholders,*

Dear Sir or Madam,

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

#### **INTRODUCTION**

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

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

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## LETTER FROM THE BOARD

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### PROPOSED GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

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

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

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

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

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

- (i) subject to the passing of the proposed resolution granting the Issue Mandate to the Directors, the Company will be allowed under the Issue Mandate to issue up to a maximum of 640,000,000 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date; and
- (ii) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 320,000,000 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

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## **LETTER FROM THE BOARD**

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

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

According to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Zhu Yihua, who has been appointed by the Board on 1 March 2021, shall hold office until the AGM pursuant to Article 83(3) of the Articles of Association and he, being eligible, offer himself for re-election at the AGM.

According to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. According to Article 84(2) of the Articles of Association, any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Ms. Yu Yun and Ms. Zhu Jin shall retire at the AGM and they are, being eligible, offer themselves for re-election at the AGM.

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

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

The register of members of the Company will be closed from Wednesday, 2 June 2021 to Monday, 7 June 2021 (both days inclusive) during which period no transfer of Shares may be effected for the purpose of determining shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the 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, 1 June 2021.

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## LETTER FROM THE BOARD

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### **ACTIONS TO BE TAKEN**

Set out on pages 22 to 26 of this circular is a notice convening the AGM at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate;  
and
- (ii) the re-election of Directors.

Whether or not you intend to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the 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 practicable and in any event not later than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

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

### **RECOMMENDATIONS**

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

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### ADDITIONAL INFORMATION

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

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

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

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

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

## **2. SHARE CAPITAL**

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

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

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

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

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

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

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

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2020, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### **6. SHARE PRICES**

The highest and lowest prices at which the Shares traded on the Main Board of the Stock Exchange since the Listing date and up to the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2021</b>		
January (from the Listing Date)	0.227	0.111
February	0.137	0.113
March	0.135	0.107
April (up to the Latest Practicable Date)	0.124	0.119

#### **7. UNDERTAKING**

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

#### **8. CORE CONNECTED PERSON**

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

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

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

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

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

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

*Notes:*

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

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

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

The Company has not repurchased any Shares for the period from the Listing Date up to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

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

**Ms. Yu Yun** (俞昀) (“**Ms. Yu**”), aged 26, is the executive Director and the Chairman of the Board. She was appointed to the Board on 15 December 2019 and was designated as an executive Director on 15 January 2020. She is primarily responsible for overall strategic planning and overall management of the Group, overseeing our business operations, finance and human resources. Ms. Yu has been a director of Sundy Property since March 2018. She has also served various positions with other members of the Group as follows:

<b>Company name</b>	<b>Position</b>	<b>Period of service</b>
Hui Du	Director	Since December 2019
Rong Du	Director	Since December 2019
Hangzhou Xingrun	Executive director and general manager	Since January 2020
Lusong Property	Director	Since May 2019

From August 2015 to July 2016, Ms. Yu apprenticed as an intern at Sundy Property and rotated to various departments with the purposes of understanding and familiarising herself with the PRC property management industry and the Group’s operations. In particular, from 1 August 2015 to 31 December 2015, she rotated to the general management department, finance department and engineering department. Her work responsibilities in the abovementioned departments include coordinating internal and external communications and public relations management; assisting in staff recruitment management work, participating in talent building and talent pool work; assisting in budget and accounting management; and assisting in the evaluation of engineering suppliers and procurement of engineering materials. From 1 January 2016 to 31 July 2016, she was assigned to the quality control department, maintenance department and market development department on a rotational basis. Her work responsibilities in the abovementioned departments include assisting in the inspection and assessment of the property service treatment for projects; assisting in collating property-related issue reports by the property owners; organising preliminary investigations and demonstrations of potential projects, and assisting in drafting property management related documents; and assisting in drafting bidding contracts and documents, and participating in the bidding process for new projects.

As a director of Sundy Property since March 2018, Ms. Yu has committed substantial time and attention to Sundy Property and has been responsible for, among others, overseeing the business operations of Sundy Property. Ms. Yu has also been actively involved in the Group’s business since then. For instance, she has been involved in several property management service projects, including Daqishan County\* (大奇山郡), a residential property (“**Daqishan Project**”), Dongjun International Phase III\* (東郡國際三期), a residential property (“**Dongjun Project**”) and Hangzhou Gate\* (杭州之門), a non-residential property (“**Hangzhou Gate Project**”). Ms. Yu was generally responsible for overall operational management, overseeing

and control of the expenditure of each of the project teams, and human resource management. Ms. Yu was in charge of supervising and leading each of the project teams to ensure the timely and orderly completion of each of the projects. For the Daqishan Project, Ms. Yu held overall responsibility for the performance and operating results of the project. She chaired departmental meetings to assess the work progress of each of the departments, and reviewed and delivered weekly reports to the head office of the Group. She was also responsible for increasing the overall technical standards of the project staff and enhancing service quality. For the Dongjun Project, Ms. Yu established and improved the internal management system of the project team. She supervised the project staff's compliance with the established rules and operation manuals to ensure the orderly development of the project work. She was also responsible for the overall operations of the management office and was in charge of formulating and reviewing the monthly work plan, presiding over the regular work meetings and overseeing internal financial matters. For the Hangzhou Gate Project, Ms. Yu held overall responsibility for the effective execution of the plans and tasks under the project. In particular, she supervised and led the implementation of various marketing and promotional activities to develop new markets, seek new clients and expand business volume. She was also in charge of the coordinating the deployment of personnel and resources for the marketing activities.

From August 2016 to August 2017, Ms. Yu was a personnel of the human resources recruitment team of Lufax (Shanghai) Technology Services Co., Ltd.\* (陸金所(上海)科技服務有限公司) (currently known as Weikun (Shanghai) Technology Services Co., Ltd.\* (未鯤(上海)科技服務有限公司)), an integrated online wealth management platform company, where she was responsible for management work of recruitment work. From March 2018 to December 2019, Ms. Yu was the general manager and executive director of Shanghai Yongdu Enterprise Management Co., Ltd.\* (上海湧都企業管理有限公司), a corporate advisory services company, where she was responsible for strategic planning, overall management and supervision of the operation, finances and human resources of the company. From March 2018 to December 2019, Ms. Yu was the executive director and general manager of Hangzhou Yuanqi Enterprise Management Co., Ltd.\* (杭州源祺企業管理有限公司), a corporate advisory services company, where she was responsible for strategic planning, overall management and supervision of the operation, finances and human resources of the company.

Ms. Yu obtained a bachelor of science in business administration degree from the University of Southern California in May 2015.

She is the daughter of Mr. Yu, the Controlling Shareholder.

Ms. Yu entered into a service contract with the Company for a term of three years commencing on 18 January 2021 (i.e. the listing date of the Company), subject to termination by either party giving three months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

Ms. Yu shall be entitled to an annual director's fee of RMB472,500. The Remuneration Committee will review and determine Ms. Yu's remuneration and compensation packages with reference to her responsibilities, workload, the time devoted to the Group and the performance of the Group.

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

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

**Ms. Zhu Jin (朱瑾)** (“**Ms. Zhu**”), aged 48, is the executive Director and chief executive officer. She was appointed to the Board on 15 December 2019 and was designated as an executive Director on 15 January 2020. She is primarily responsible for overall strategic planning and overall management of the Group.

Ms. Zhu has over 12 years of experience in property management. She joined Sundry Property in August 2007 as the legal representative and executive director, and has been responsible for supervising operations of property management projects since then. From August 2007 to December 2016, she was also a manager of Sundry Property, primarily responsible for its daily operation and management. In March 2018, Ms. Zhu was also appointed as the chairman of the board of Sundry Property. In addition to the said responsibilities, she has also been responsible for overall strategic planning, overall management, operation and business development since then. She has also served various positions with other members of the Group as follows:

<b>Company name</b>	<b>Position</b>	<b>Period of service</b>
Songdu Exhibition	Supervisor	From June 2016 to September 2017
	Executive director and general manager	Since September 2017
Sundry Jiahe	Executive director and general manager	Since January 2017
Sundry Agency	Executive director	Since March 2017
Lusong Property	Chairman of the board of directors	Since May 2019

Company name	Position	Period of service
Hongdu Information	Executive director and general manager	Since August 2019
Hangzhou Herui	Executive director	Since November 2019
Jilin Sundy	Director	Since July 2020
Ningbo Sundy	Executive director	Since November 2020
Shangqiu Sundy	Executive director	Since March 2021

From January 2008 to October 2011, Ms. Zhu was a director of Sundy Real Estate Group Co., Ltd.\* (杭州宋都房地產集團有限公司) (“**Sundy Real Estate**”), a subsidiary of Sundy Land Investment Co., Ltd.\* (宋都基業投資股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code 600077) (“**Sundy Land**”), where she was responsible for the strategic planning, overall management and supervision of the operations of the company. From February 2009 to June 2018, she served as an office manager of the same company, where she was responsible for the overall office work and coordinating the administrative support work of the company. From March 2017 to December 2019, Ms. Zhu was the executive director and general manager of Hangzhou Rongsheng Asset Management Limited\* (杭州榮昇資產管理有限公司), an investment and assets management company, where she was responsible for the strategic planning, overall management and supervision of the operation, finances and human resources of the company. From July 2016 to December 2019, Ms. Zhu was the executive director and general manager of Anhui Shunwang Postpartum Caring Clubhouse Limited\* (安徽順望月子會所有限公司), a company involved in the provision of postpartum caring and health consultancy service, where she was responsible for strategic planning, overall management and supervision of the operation, finances and human resources of the company. Since December 2018, Ms. Zhu has been a director of Hangzhou Honghe Environmental Engineering Co., Ltd.\* (杭州宏合環境工程有限公司), a company owned as to 40% by Sundy Property involving in the provision of environmental engineering and landscaping services, where she was responsible for the daily operations and management of the company.

Ms. Zhu was accredited as an intermediate real estate economist\* (中級房地產經濟師) by the Ministry of Personnel of the PRC\* (中華人民共和國人事部) (currently known as the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部)) in November 1998.

Ms. Zhu obtained a bachelor in business enterprise management degree through an online course from Renmin University of China (中國人民大學) in September 2005.

**APPENDIX II****DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Ms. Zhu was a director, supervisor or member of the management of the following companies in the PRC immediately prior to their respective deregistration:

<b>Name of the company</b>	<b>Nature of business</b>	<b>Place of incorporation</b>	<b>Position</b>	<b>Reason of deregistration</b>	<b>Date of deregistration</b>
Hangzhou Sundry Materials Management Co., Ltd.* (杭州宋都物資經營有限公司)	Wholesale and retail of construction materials	PRC	Member of the management	Voluntary deregistration in accordance with relevant laws and regulations	8 October 2002
Hangzhou Sundry Real Estate Agency Co., Ltd.* (杭州宋都房地產中介代理有限公司)	Real estate agency	PRC	Member of the management	Voluntary deregistration in accordance with relevant laws and regulations	27 December 2002
Suzhou Zhongdu Venture Technology Park Development Co., Ltd.* (蘇州中都創業科技園發展有限公司)	Information technology services	PRC	General manager	Voluntary deregistration in accordance with relevant laws and regulations	27 December 2007
Baike (Hangzhou) Enterprise Management Co., Ltd.* (百科(杭州)企業管理有限公司)	Corporate management	PRC	Supervisor	Voluntary deregistration in accordance with relevant laws and regulations	15 September 2010
Shanghai Sundry Equity Investment Co., Ltd.* (上海宋都股權投資有限公司)	Investment management	PRC	Director	Deregistration by way of resolutions	28 February 2012
Hangzhou Sundry Chinese Medicine Clinic Co., Ltd.* (杭州宋都中醫門診部有限公司)	Traditional Chinese medicare	PRC	Supervisor	Deregistration by way of resolutions	7 March 2016
Hangzhou Jiangdu Real Estate Development Co., Ltd.* (杭州江都房地產開發有限公司)	Real estate development and operations	PRC	Supervisor	Deregistration by way of resolutions	30 December 2019
Zhoushan Ruidu Real Estate Co., Ltd.* (舟山瑞都置業有限公司)	Real estate development and operations	PRC	Supervisor	Deregistration by way of resolutions	14 January 2020

**APPENDIX II****DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Name of the company	Nature of business	Place of incorporation	Position	Reason of deregistration	Date of deregistration
Hangzhou Songyi Investment Management Co., Ltd.* (杭州頌怡投資管理有限公司)	Non-securities related investment management and consultancy	PRC	Supervisor	Deregistration by way of resolutions	29 May 2020
Hangzhou Sundry Ziyang Health Management Co., Ltd.* (杭州宋都紫陽健康管理有限公司)	Non-medical health consultancy	PRC	Supervisor	Deregistration by way of resolutions	24 June 2020

Ms. Zhu entered into a service contract with the Company for a term of three years commencing on 18 January 2021 (i.e. the listing date of the Company) subject to termination by either party giving three months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Ms. Zhu shall be entitled to an annual director's fee of RMB169,155. The Remuneration Committee will review and determine Ms. Zhu's remuneration and compensation packages with reference to her responsibilities, workload, the time devoted to the Group and the performance of the Group.

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

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

**Mr. Zhu Yihua (朱軼樺) ("Mr. Zhu")**, aged 38, an executive Director and the executive officer (執行總裁). He was appointed as an executive Director on 1 March 2021. Mr. Zhu has over 15 years of experience in the real estate industry. He joined Sundry Real Estate since August 2005, served as an assistant to the manager of the prophase operation department and the deputy manager of the operation management department, responsible for the prophase operation of real estate projects. From May 2012 to February 2021, he worked as a manager of projects integrated management department, marketing director, deputy project general manager and deputy district general manager in Sundry Real Estate, where he gained valuable experience in real estate project development and management. Since April 2016, Mr. Zhu

served as the board of supervisors of Sundry Land, and was appointed as the chairman of the board of supervisors of Sundry Land in May 2018, responsible for the functioning of the board of supervisors, and resigned in February 2021.

Mr. Zhu graduated from City College of Zhejiang University (浙江大學城市學院), majoring in Computer Science and Technology in June 2005 and obtained a bachelor's degree in Engineering from Zhejiang University. He obtained a master's degree in architecture and civil engineering from Xi'an University of Architecture and Technology (西安建築科技大學) in January 2016.

Mr. Zhu entered into a letter of appointment with the Company for a term of three years commencing on 1 March 2021, subject to termination by either party giving three months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Zhu shall be entitled to an annual director's fee of RMB1,000,000. The remuneration of Mr. Zhu was determined by the Remuneration Committee and approved by the Board with reference to his position, time commitment, responsibilities, the remuneration policy of the Company as well as prevailing market situation.

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

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

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## NOTICE OF AGM

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

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

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Sundy Service Group Co. Ltd (the “Company”) will be held at 15th Floor, Caihejiaye Building, No.19 Xintang Road, Jianggan District, Hangzhou City, Zhejiang Province, PRC on Monday, 7 June 2021 at 10:00 a.m. to consider, if thought fit, transact the following ordinary businesses:

#### As Ordinary Business

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company for the year ended 31 December 2020.
2. (i) To re-elect Ms. Yu Yun as an executive Director;  
  
(ii) To re-elect Ms. Zhu Jin as an executive Director; and  
  
(iii) To re-elect Mr. Zhu Yihua as an executive Director.
3. To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration for the year ending 31 December 2021.
4. To consider the re-appointment of KPMG as the Auditors and to authorise the Board to fix the remuneration of the Auditors for the year ending 31 December 2021.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“THAT:

- (i) subject to paragraph (iii) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (iv) below) of all the powers of the Company to allot, issue and deal with the unissued shares (the “**Shares**”) in the share capital of the Company, and to make or grant offers, agreements and

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## NOTICE OF AGM

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options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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

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

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## NOTICE OF AGM

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- (iv) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or
  - (c) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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

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

“THAT:

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

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## NOTICE OF AGM

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

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

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

Hong Kong, 30 April 2021

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## NOTICE OF AGM

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

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

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

*Notes:*

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be lodged with the Company's 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 not less than 48 hours before the time appointed for holding the AGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.
3. For determining the qualification as members of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 2 June 2021 to Monday, 7 June 2021, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's 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 for registration not later than 4:30 p.m. on Tuesday, 1 June 2021.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of the Company at <http://songduwuye.com> and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the Company of the date, time and place of the re-scheduled AGM.

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