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

If you have sold or transferred all your Shares in Jinmao Property Services Co., Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## JINMAO PROPERTY SERVICES CO., LIMITED 金茂物業服務發展股份有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 00816)**

### PROPOSED RE-ELECTION OF DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

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The notice convening the Annual General Meeting of Jinmao Property Services Co., Limited to be held at 6F, YouAn International Tower, Unit 2, Xitieying Middle Ave, Fengtai District, Beijing, the PRC on Thursday, 2 June 2022 at 2:00 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's share registrar, 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 (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jinmaowy.com>).

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

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of the Shareholders and to prevent the spreading of the novel coronavirus pandemic, the following precautionary measures will be implemented at the Annual General Meeting:

- (1) Compulsory temperature checks and the body temperature shall not be higher than 37.3 °C
- (2) Scan a QR code for registration with his/her own information through the applet, "Beijing Jiankangbao (北京健康寶)", and the result should be normal
- (3) Communication Big Data Itinerary Card (通信大數據行程卡) checks
- (4) Negative nucleic acid test certificate issued within 24 hours (i.e. time before the convening of the Annual General Meeting)
- (5) Wearing of surgical face mask

For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish.

Due to the constantly evolving novel coronavirus pandemic situation, the Company may be required to change the meeting arrangements at short notice. Shareholders should check the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jinmaowy.com>) for further announcements and updates on the meeting arrangements.

11 May 2022

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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To safeguard the health and safety of the Shareholders and to prevent the spreading of the novel coronavirus pandemic, the following precautionary measures will be implemented at the Annual General Meeting:

- (1) Compulsory body temperature checks will be conducted on every attendee at the entrance of the meeting venue. Any person with a body temperature of over 37.3 degrees Celsius (°C) or with the symptoms of dry cough, fatigue or sore throat will be denied entry into the meeting venue.
- (2) Attendees shall scan a QR code for registration with their own information through the applet, “Beijing Jiankangbao (北京健康寶)”, and the results should be shown as normal, otherwise they will be denied entry into the meeting venue.
- (3) Communication Big Data Itinerary Card (通信大數據行程卡) checks will be conducted on all attendees.
- (4) Attendees shall hold a negative nucleic acid test certificate issued within 24 hours (i.e. time before the convening of the Annual General Meeting).
- (5) Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting and sit at a distance from other attendees.

Attendees are requested to observe and practise good personal hygiene at all times at the meeting venue.

To the extent permitted under law, the Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue so as to ensure the health and safety of the attendees at the Annual General Meeting.

Due to the constantly evolving novel coronavirus pandemic situation, the Company may be required to change the meeting arrangements at short notice. Shareholders should check the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jinmaowy.com>) for further announcements and updates on the meeting arrangements.

For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish.

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## DEFINITIONS

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*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 6F, YouAn International Tower, Unit 2, Xitieying Middle Ave, Fengtai District, Beijing, the PRC on Thursday, 2 June 2022 at 2:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 17 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“China Jinmao”	China Jinmao Holdings Group Limited (中國金茂控股集團有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00817), and the controlling shareholder of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company”	Jinmao Property Services Co., Limited (金茂物業服務發展股份有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00816)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Jinmao Group”	China Jinmao and its subsidiaries
“Latest Practicable Date”	5 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended or supplemented from time to time

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LETTER FROM THE BOARD

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**JINMAO PROPERTY SERVICES CO., LIMITED**

**金茂物業服務發展股份有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 00816)**

*Non-executive Directors:*

Mr. Jiang Nan (*Chairman of the Board*)

Ms. He Yamin

Ms. Qiao Xiaojie

*Registered Office:*

Rm 4702-03, 47/F

Office Tower Convention Plaza

1 Harbour Road, Wanchai

Hong Kong

*Executive Directors:*

Mr. Xie Wei (*Chief Executive Officer*)

Ms. Zhou Liye (*Chief Financial Officer*)

*Corporate Headquarters and*

*Principal Place of Business*

*in the PRC:*

6F, YouAn International Tower

Unit 2, Xitieying Middle Ave

Fengtai District, Beijing

PRC

*Independent Non-executive Directors:*

Dr. Chen Jieping

Dr. Han Jian

Mr. Sincere Wong

11 May 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting and to give the Shareholders notice of the Annual General Meeting. The resolutions to be proposed at the Annual General Meeting include, *inter alia*, (i) re-election of Directors, and (ii) the granting of general mandates to buy back shares and to issue shares.

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## LETTER FROM THE BOARD

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

Pursuant to the Articles of Association, at the annual general meeting in each year, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but greater than one-third) shall retire from office, and every Director, including those appointed for a specific term, shall subject to retirement at least once every three years. Accordingly, Ms. He Yamin, Ms. Qiao Xiaojie and Ms. Zhou Liye shall retire by rotation at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting, at which an ordinary resolution for the re-election of each of the retiring Directors will be proposed for Shareholders' approval.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

Pursuant to the Shareholder's resolutions passed on 18 February 2022, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 90,418,900 Shares on the basis that the number of issued Shares of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

Pursuant to the Shareholder's resolutions passed on 18 February 2022, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 180,837,800 Shares on the basis that the number of issued Shares of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 13 to 17 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jinmaowy.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's share registrar, 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 (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 6. RECOMMENDATION

The Directors consider that all resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Jinmao Property Services Co., Limited**  
**Jiang Nan**  
*Chairman*



The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**Ms. He Yamin**

Ms. He Yamin (with the former name of He Liyuan (賀麗媛)), who was born in March 1972, was appointed as a non-executive Director in August 2021. She is mainly responsible for formulation of business strategies and providing guidance for the overall development of the Group.

Ms. He Yamin joined Jinmao Group in December 2010, where she served as the general manager of the human resources department of China Jinmao up until September 2014, and has been serving as the human resources director of China Jinmao since September 2014. Ms. He Yamin was appointed as a director of Sinochem Jinmao Property Management (Beijing) Co., Ltd. (中化金茂物業管理(北京)有限公司) in February 2013. Prior to joining the Group and Jinmao Group, Ms. He Yamin worked in the Chinese People's Liberation Army from September 1994 to July 1995, in the management bureau of the general staff department. From August 1995 to August 1996, she worked in Hong Kong Wanguo Trade City Company (香港萬國商貿城公司). From September 1996 to September 1997, she worked in Beijing Personal Data Assistant Electronics Group (北京小秘書電子集團). From September 1997 to February 2005, she worked in Lenovo Group Ltd., a multinational technology company whose shares are listed on the Stock Exchange with the stock code of 992, in the human resources department. From February 2005 to December 2010, she worked in the human resources department of Sinochem Group Co., Ltd. (中國中化集團有限公司). Ms. He Yamin obtained a bachelor's degree in education majoring in political education from Beijing Normal University (北京師範大學) in Beijing, the PRC in July 1994. She then completed a postgraduate program in applied psychology also in Beijing Normal University in October 2005.

The Company has entered into a letter of appointment with Ms. He Yamin. The term of office of Ms. He Yamin as a Director is three years, subject to the provisions of retirement under the Articles of Association. Ms. He Yamin will not receive any director's fee for serving as a non-executive Director of the Company.

As at the Latest Practicable Date, Ms. He Yamin had options for subscription of 2,202,000 shares of China Jinmao. Apart from the above, Ms. He Yamin has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. He Yamin does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Ms. He Yamin that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Ms. He Yamin that needs to be brought to the attention of the Shareholders.

**Ms. Qiao Xiaojie**

Ms. Qiao Xiaojie (with the former Chinese name of 喬曉杰), who was born in October 1973, was appointed as a non-executive Director in August 2021. She is mainly responsible for formulation of business strategies and providing guidance for the overall development of the Group.

Ms. Qiao Xiaojie joined Jinmao Group in February 2008, where she served as the general manager of the financial management department of China Jinmao up until January 2013. She then joined Sinochem Group Co., Ltd. in January 2013, where she served as the deputy general manager of the accounting management department from January 2013 to February 2014, the deputy general manager in charge of daily operations of the analysis and valuation department from February 2014 to May 2015, the general manager of the analysis and valuation department from May 2015 to December 2016 and the deputy director of the strategy implementation department from December 2016 to September 2017. She subsequently rejoined Jinmao Group in September 2017, where she has been serving as the deputy financial controller of China Jinmao. Prior to joining the Group and Jinmao Group, Ms. Qiao Xiaojie worked in Beijing Three Gorges Economic Development Group (北京三峽經濟開發集團) as the accounting head of the finance department, from July 1995 to August 1997. From August 1997 to February 2008, she held accounting head and deputy general manager positions in the finance department of China Resources Land (Beijing) Company Ltd. (華潤置地(北京)股份有限公司), a real estate developer in the PRC. Ms. Qiao Xiaojie obtained a bachelor's degree in accounting from North China University of Technology (北方工業大學) in Beijing, the PRC in July 1995. She then obtained a master's degree in accounting from Central University of Finance and Economics (中央財經大學) in December 2006. She obtained the senior accountant qualification from Beijing Senior Specialized Technique Qualification Evaluation Committee of the PRC in February 2007, and has been a member of The Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since May 1999 and a member of The Institute of Certified Management Accountants of the Institute of Management Accountants United States of America since September 2011.

The Company has entered into a letter of appointment with Ms. Qiao Xiaojie. The term of office of Ms. Qiao Xiaojie as a Director is three years, subject to the provisions of retirement under the Articles of Association. Ms. Qiao Xiaojie will not receive any director's fee for serving as a non-executive Director of the Company.

As at the Latest Practicable Date, Ms. Qiao Xiaojie had options for subscription of 1,334,000 shares of China Jinmao. Apart from the above, Ms. Qiao Xiaojie has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Qiao Xiaojie does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Ms. Qiao Xiaojie that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Ms. Qiao Xiaojie that needs to be brought to the attention of the Shareholders.

#### **Ms. Zhou Liye**

Ms. Zhou Liye, who was born in February 1974, is an executive Director and the chief financial officer of the Company. She was appointed as an executive Director in August 2021. She is mainly responsible for the overall financial and cost management, internal audit, tax planning and capital market-related matters of the Group.

Ms. Zhou Liye joined Jinmao Group in April 2008. From April 2008 to September 2016, she successively served in the capital market department of China Jinmao as deputy general manager and general manager. Between September 2014 and September 2016, she concurrently served as the capital market director of China Jinmao. From September 2016 to May 2021, she successively served as general manager of JM Capital Limited (金茂資本有限公司) and deputy general manager of Jinmao Capital Holdings Limited (金茂資本控股有限公司). Ms. Zhou Liye joined the Group in May 2021 as the financial controller of Sinochem Jinmao Property Management (Beijing) Co., Ltd. From April 2001 to October 2006, Ms. Zhou Liye worked in Sinochem Fertilizer Company Limited (中化化肥有限公司), a company principally engaged in fertilizer production and trading in the PRC, in the finance department. From November 2006 to February 2008, she worked in Sinochem Group Co., Ltd. in the accounting management department. Ms. Zhou Liye obtained a post-graduate master's degree in accounting from Central University of Finance and Economics in Beijing, the PRC in March 2001. She then obtained a post-graduate doctoral degree in accounting also from Central University of Finance and Economics in June 2008. She has been a member (and currently a non-practicing member) of The Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since August 2002, and obtained the senior accountant qualification from the Beijing Advanced Professional and Technical Qualification Evaluation Committee (北京市高級專業技術資格評審委員會) in February 2008. Ms. Zhou Liye has been a member of the first expert committee of the China Real Estate Finance Association (中國房地產金融會首屆專家委員會) since January 2020, and the vice chairman of the financial professional committee of the China Real Estate Association (中國房地產業協會金融專業委員會) since April 2018.

The Company has entered into a letter of appointment with Ms. Zhou Liye. The term of office of Ms. Zhou Liye as a Director is three years, subject to the provisions of retirement under the Articles of Association. Ms. Zhou Liye will be entitled to an annual salary of RMB1,244,400, plus applicable benefits and discretionary bonus. Ms. Zhou Liye's emoluments are determined by the Board with reference to her duties and responsibilities, individual performance and the results of the Company. Ms. Zhou Liye will not receive any director's fee for serving as an executive Director of the Company.

As at the Latest Practicable Date, Ms. Zhou Liye had options for subscription of 1,618,000 shares of China Jinmao. Apart from the above, Ms. Zhou Liye has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Zhou Liye does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Ms. Zhou Liye that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Ms. Zhou Liye that needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 904,189,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 904,189,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 90,418,900 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Share buy-back may, depending on the 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 a buy-back will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for Share buy-back in accordance with its Articles of Association, the laws of Hong Kong and the Listing Rules. The Companies Ordinance provides that payment in connection with a Share buy-back may only be made from the distributable profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the buy-back.

## **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Share Buy-back Mandate is carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent

as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the period from 10 March 2022 (the date of listing of the Shares on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
March	7.40	3.31
April	6.40	4.77
May (up to the Latest Practicable Date)	5.98	5.75

## 6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

## 7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back 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 Rule 32 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.

As at the Latest Practicable Date and to the best knowledge of the Directors, China Jinmao and its controlling shareholder Sinochem Hong Kong (Group) Company Limited, in aggregate, held 675,936,102 Shares, representing approximately 74.76% of the total number of issued Shares. In the event that the Directors exercised in full the power to buy back Shares under the Share Buy-back Mandate, the shareholding of China Jinmao and Sinochem Hong Kong (Group) Company Limited would be increased to approximately 83.06%. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a result of an exercise of the Share Buy-back Mandate. However, the Directors will not exercise the Share Buy-back Mandate such that the number of Shares held by the public will fall below 25% of the total number of issued Shares, being the minimum public float requirement under the Listing Rules.

#### **8. SHARE BUY-BACK MADE BY THE COMPANY**

During the period from the date of listing of the Shares on the Stock Exchange to the Latest Practicable Date, the Company had not bought back any Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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### JINMAO PROPERTY SERVICES CO., LIMITED 金茂物業服務發展股份有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 00816)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Jinmao Property Services Co., Limited (the “**Company**”) will be held at 6F, YouAn International Tower, Unit 2, Xitieying Middle Ave, Fengtai District, Beijing, the PRC on Thursday, 2 June 2022 at 2:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2021.
2. (a). To re-elect Ms. He Yamin as a non-executive director of the Company.  
  
(b). To re-elect Ms. Qiao Xiaojie as a non-executive director of the Company.  
  
(c). To re-elect Ms. Zhou Liye as an executive director of the Company.
3. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. To re-appoint Ernst & Young as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved and authorized;



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- (b) the aggregate number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the approval pursuant to paragraph (a) shall be limited accordingly; and
  - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable law or the articles of association of the Company; and
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company, to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such power(s) during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

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- (b) the aggregate number of shares allotted, issued and/or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued and/or otherwise dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a) above, other than pursuant to (i) a Rights Issue (as defined in paragraph (c) below), or (ii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted or to be adopted for the grant or issue of options to subscribe for, or rights to acquire shares of the Company, (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, or (iv) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

**Relevant Period** shall have the same meaning as ascribed to it under the resolution set out in paragraph 5(c) of this notice; and

**Rights Issue** means the allotment, issue or grant of shares open for a period fixed by the directors of the Company to holders of the shares or any class of shares thereof 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 any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

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7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

conditional upon the passing of Resolutions No. 5 and 6, the general mandate granted to the directors of the Company pursuant to Resolution No. 6 be and is hereby extended by the addition thereto of the aggregate number of shares bought back by the Company after approval of Resolution No. 5 provided that such aggregate number of shares shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of the relevant resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution).”

By Order of the Board  
**Jinmao Property Services Co., Limited**  
**Jiang Nan**  
*Chairman*

Hong Kong, 11 May 2022

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*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement of shareholders to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, 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 Friday, 27 May 2022.
6. With respect to Resolution No. 2, details of the retiring directors who will offer themselves for re-election are set out in Appendix I to the circular of the Company dated 11 May 2022 (the “**Circular**”).
7. With respect to Resolution No. 5, an explanatory statement (as required by the Listing Rules and the Companies Ordinance) is set out in Appendix II to the Circular.
8. With respect to Resolution No. 6, approval is being sought from the shareholders as a general mandate in compliance with sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Listing Rules.
9. References to time and dates in this notice are to Hong Kong time and dates.

### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of the shareholders and to prevent the spreading of the novel coronavirus pandemic, the following precautionary measures will be implemented at the meeting:

- (1) Compulsory temperature checks and the body temperature shall not be higher than 37.3 °C
- (2) Scan a QR code for registration with his/her own information through the applet, “Beijing Jiankangbao (北京健康寶)”, and the result should be normal
- (3) Communication Big Data Itinerary Card (通信大數據行程卡) checks
- (4) Negative nucleic acid test certificate issued within 24 hours (i.e. time before the convening of the meeting)
- (5) Wearing of surgical face mask

For the health and safety of the shareholders, the Company would like to encourage the shareholders to exercise their right to vote at the meeting by appointing the chairman of the meeting as their proxy instead of attending the meeting in person. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the meeting or any adjournment thereof should they so wish.

Due to the constantly evolving novel coronavirus pandemic situation, the Company may be required to change the meeting arrangements at short notice. Shareholders should check the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jinmaowy.com>) for further announcements and updates on the meeting arrangements.