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

If you have sold or transferred all your shares in Roiserv Lifestyle Services Co., Ltd., you should at once hand this circular, together with the accompanying proxy form, to the purchaser or transferee 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 or the transferee.

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Roiserv Lifestyle Services Co., Ltd.

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(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 2146)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) PROPOSED CHANGE OF AUDITOR;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used on this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise.

A notice convening the EGM to be held at 4:00 p.m. on Tuesday, 8 March 2022 at RiseSun Development Mansion, 81 Xiangyun Road, Economic and Technological Development Area, Langfang, Hebei Province, the PRC, are set out in pages 9 to 11 of this circular. A proxy form for use at the EGM is enclosed in this circular. Such proxy form for use at the EGM is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.roiserv.com).

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meeting thereof if they so wish.

21 February 2022

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CASBE”	the China Accounting Standards for Business Enterprises
“China” or the “PRC”	the People’s Republic of China, but for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Roiserv Lifestyle Services Co., Ltd. (锐尔生活服务有限公司), a joint stock company established in the PRC with limited liability and the H Shares of which are listed

DEFINITIONS

“H Share(s)”	the overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Main Board of the Stock Exchange
“H Shareholder(s)”	the holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“MOF”	the Ministry of Finance of the PRC
“Proposed Amendments”	has the meaning as ascribed to it under the section headed “Proposed Amendments to the Articles of Association” of this circular
“PwC”	PricewaterhouseCoopers
“Resignation Letter”	the resignation letter dated 14 February 2022 issued by PwC to the Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Shares and the H Shares
“Shareholder(s)”	holder(s) of Share(s)
“ShineWing”	ShineWing Certified Public Accountants LLP (Q • q 6 ^a + Ô (\$ ŷ w • ¥ «)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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Executive Directors:
Mr. Geng Jianfu(Chairman)
Mr. Liu Yonggang
Mr. Xiao Tianchi

Non-executive Director:
Mr. Zhang Wenge

Independent non-executive Directors:
Mr. Jin Wenhui
Mr. Siu Chi Hung
Mr. Tang Yishu

Headquarters in the PRC:
81 Xiangyun Road
Economic and Technological
Development Area
Langfang, Hebei Province, PRC

Registered office in the PRC:
East Daxiang Line and
North Heyuan Road
(Within Xianghe Xiandai
Water Industry Co., Ltd.*
(0 & \$ p à 8 Þ " ®!))
Jiangxintun Town
Xianghe County
Langfang
Hebei Province
PRC

Principal place of business
in Hong Kong:
40th Floor
Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

21 February 2022

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) PROPOSED CHANGE OF AUDITOR;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to announcement of the Company dated 18 February 2022. The purpose of this circular is to provide the Shareholders with the notice of the EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As mentioned in the announcement of the Company dated 18 February 2022, the Company has proposed to adopt the CASBE in preparing its financial statements starting from the annual report for FY2021 in order to improve working efficiency and lower the cost for preparing the Company's financial statements. As a result, the Board proposed to amend Article 143 and Article 147 of the Articles of Association in this regard. Save for the changes to the aforementioned articles, other provisions of the Articles of Association shall remain unchanged. Details of the Proposed Amendments are set out in the Appendix to this circular.

The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the EGM. The Proposed Amendments shall come into effect upon the passing of the relevant special resolution at the EGM. Prior to the passing of the relevant special resolution at the EGM, the prevailing Articles of Association shall remain valid.

The Articles of Association are prepared and written in Chinese without formal English version. As such, any English translation shall be for reference only. In the event of any inconsistency, the Chinese version shall prevail. After the Proposed Amendments come into effect, the full text of the revised Articles of Association will be published on the websites of the Stock Exchange and the Company.

3. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 18 February 2022 in relation to the resignation of PwC as the Company's auditor and the proposed appointment of ShineWing as the new auditor of the Company. As the Company could not reach a consensus with PwC on the audit fee for FY2021, on 28 January and 8 February 2022, the Board has resolved to request PwC to consider resigning as the Company's auditor. As PwC failed to reach a consensus with the Company on the audit fee and was unable to obtain the necessary information and evidence in respect of the matters it concerned for the implementation of the corresponding audit procedures, PwC agreed to resign as the auditor of the Company with effect from 14 February 2022.

As mentioned in the Resignation Letter, the relevant matters (as described below) should be brought to the attention of the Shareholders and creditors of the Company.

When considering its audit procedures for FY2021, PwC discussed with the Company and requested the management to provide further information and documents regarding certain financial investments of the Group, trade receivables and transactions between the Group and related and non-related parties, and deposits paid for potential acquisitions of the Group. However, PwC has not obtained the necessary information in respect of these matters so far and therefore, it was unable to plan and complete the required audit procedures.

LETTER FROM THE BOARD

The Board has reviewed the Resignation Letter and is of the view that:

In view of the fact that PwC proposed to adjust the audit fee for FY2021 by reason of the access to information and the implementation of procedures in respect of the aforesaid matters, and that the Company and PwC had yet to reach a consensus on the adjustment to audit fee, the Company considers it is premature to provide further information and/or documents in relation to those financial investments, trade receivables and deposits.

The Board and the Audit Committee confirmed that, save for the above-mentioned, there are no matters in respect of the resignation of PwC that need to be brought to the attention of the Shareholders and creditors of the Company.

The Board, with the recommendation from the Audit Committee, has resolved to appoint ShineWing as the new auditor of the Company to fill the vacancy and hold office until the conclusion of the next annual general meeting of the Company. ShineWing is recognised by the MOF and the CSRC and is qualified to serve as an auditor for PRC incorporated companies listed in Hong Kong. The appointment of ShineWing is subject to approval of the Shareholders at the EGM.

The Company considers that the resignation of PwC as the Company's auditor and proposed appointment of ShineWing as the Company's auditor will not affect the Company's publication of the annual results for FY2021 as required under the Listing Rules.

EGM AND PROXY ARRANGEMENTS

A notice convening the EGM containing the resolutions to be proposed at the EGM are set out in pages 9 to 11 of this circular. The proxy form for use at the EGM is also enclosed in this circular.

If Shareholders intend to appoint a proxy to attend the EGM, Shareholders are required to complete and return the respective proxy form in accordance with the instructions printed thereon and return it by personal delivery or by post not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). For H Shareholders, the proxy form should be returned to the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. For Domestic Shareholders, the proxy form should be returned to the Company's headquarters in the PRC at 81 Xiangyun Road, Economic and Technological Development Area, Langfang, Hebei Province, the PRC. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) if they so wish.

LETTER FROM THE BOARD

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. Accordingly, the chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM. The Company will announce the result of the poll of the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECORD DATE FOR THE EGM

The record date for determining the entitlement of members of the Company to attend and vote at the EGM is fixed at the close of business on Monday, 7 March 2022. In order to qualify for attending and voting at the EGM, H Shareholders whose transfer documents have not been registered are required to deposit all properly completed share transfer forms together with the relevant share certificates to the Company's H shares registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration, no later than 4:30 p.m. on Monday, 7 March 2022. Domestic Shareholders should contact the secretary of the Board for details concerning registration and transfer of Domestic Shares.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions in relation to the Proposed Amendments and the proposed change of auditor to be proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions at the EGM.

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 purposes 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.

By order of the Board
Roiserv Lifestyle Services Co., Ltd.
Geng Jianfu
Chairman and Executive Director

The details of the Proposed Amendments are as follows (shown with strikethrough to

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing articles	Amended articles
<p data-bbox="240 236 389 263">Article 147</p> <p data-bbox="240 314 796 666">The Company shall publish its financial reports twice in each fiscal year, i.e. the interim financial report within 60 days after the end of the first six months of a fiscal year and the annual financial report within 120 days after the end of a fiscal year. Any other requirements of the listing rules of the stock exchange(s) where the shares of the Company are listed shall be followed.</p> <p data-bbox="240 717 796 1066">Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations and shall also be prepared in accordance with either international accounting standards or accounting standards of the foreign stock exchange(s) where the shares of the Company are listed.</p>	<p data-bbox="809 236 957 263">Article 147</p> <p data-bbox="809 314 1362 666">The Company shall publish its financial reports twice in each fiscal year, i.e. the interim financial report within 60 days after the end of the first six months of a fiscal year and the annual financial report within 120 days after the end of a fiscal year. Any other requirements of the listing rules of the stock exchange(s) where the shares of the Company are listed shall be followed.</p> <p data-bbox="809 717 1362 1066">Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations and shall also be prepared in accordance with either international accounting standards or accounting standards of the foreign stock exchange(s) where the shares of the Company are listed.</p>

NOTICE OF EGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 8 MARCH 2022

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the EGM) of Roiserv Lifestyle Services Co., Ltd. (the Company) will be convened and held at RiseSun Development Mansion, 81 Xiangyun Road, Economic and Technological Development Area, Langfang, Hebei Province, PRC on Tuesday, 8 March 2022 at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

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

1. "THAT the resignation of PricewaterhouseCoopers as the Company's auditor be and is hereby approved, confirmed and ratified."
2. "THAT the appointment of ShineWing Certified Public Accountants LLP as the Company's auditors until the conclusion of the next annual general meeting of the Company be and is hereby approved and the directors of the Company be and is hereby authorised to fix its remuneration."

NOTICE OF EGM

SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

3. “THAT the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated 21 February 2022 (~~Proposed~~ Amendments’) be and are hereby approved and the directors of the Company be and are hereby authorised to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising from the Proposed Amendments.”

By order of the Board
Roiserv Lifestyle Services Co., Ltd.
Geng Jianfu
Chairman and Executive Director

Langfang, the PRC, 21 February 2022

NOTICE OF EGM

Notes:

1. All resolutions at the EGM will be taken by poll 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 The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.roiserv.com) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or more than one proxy to attend the EGM and vote instead of him/her. 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 proxy form. Every shareholder of the Company present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be completed and returned to (i) the Company's headquarters in the People's Republic of China ("PRC") at 81 Xiangyun Road, Economic and Technological Development Area, Langfang, Hebei Province, PRC (for holders of domestic shares of the Company) or (ii) the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares of the Company) not less than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
4. The record date for determining the entitlement of members of the Company to attend and vote at the EGM is fixed at the close of business on Monday, 7 March 2022. In order to qualify for attending and voting at the EGM, holders of H shares of the Company whose transfer documents have not been registered are required to submit the share certificates together with the properly completed share transfer forms to the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 7 March 2022 for registration. Holders of domestic shares of the Company should contact the secretary of the Board for details concerning registration and transfer of domestic shares of the Company.
5. The instrument appointing the proxy must be in writing and signed by the appointer or his/her attorney duly authorised in writing, or if the appointer is a legal person, either under a legal person's seal or signed by its director or an attorney duly authorised in writing.
6. The EGM (or any adjournment thereof) is expected to take no more than half a day. Shareholders of the Company or their proxies attending the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

As at the date of this notice, the board of directors of the Company comprises Mr. Geng Jianfu, Mr. Liu Yonggang and Mr. Xiao Tianchi as executive directors of the Company; Mr. Zhang Wenge as non-executive director of the Company; and Mr. Jin Wenhui, Mr. Siu Chi Hung and Mr. Tang Yishu as independent non-executive directors of the Company.