

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the meaning or effect of this circular, you should consult your stockbroker or other registered securities dealer, bank, lawyer, accountant or other professional adviser.

If you have sold or transferred your shares in Roiserv Lifestyle Services Co., Ltd., you should nevertheless forward this circular to the purchaser of such shares so that he/she can be aware of its contents.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited, and the Securities and Futures Commission of Hong Kong have agreed to act as joint registrars of the company.

ROISERV 榮万家
Roiserv Lifestyle Services Co., Ltd.
榮萬家生活服務股份有限公司

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

(1) RENEWAL OF CONTINUING CONNECTED TRANSACTIONS;
(2) PROPOSED CHANGE OF SUPERVISOR;
AND
(3) NOTICE OF THE EGM

**Independent Financial Adviser to the Independent Board Committee and
Independent Shareholders**



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0, 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	6
LETTER FROM THE INDEPENDENT BOARD COMMITTEE.	21
LETTER FROM THE INDEPENDENT FINANCIAL ADVISER	23
APPENDIX I – GENERAL INFORMATION	43
NOTICE OF EGM	47

DEFINITIONS

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

2023 M... P... M... S... A...-	本公司根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）及《香港公司條例》（第622章）（「公司條例」）第336(1)條，於2023年1月1日至2025年3月31日（「期間」）...
2023 M... S...-S... E... R... C... S... A...-	本公司根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）及《香港公司條例》（第622章）（「公司條例」）第336(1)條，於2023年1月1日至2025年3月31日（「期間」）...
...	本公司根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）及《香港公司條例》（第622章）（「公司條例」）第336(1)條，於2023年1月1日至2025年3月31日（「期間」）...
B...-	本公司根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）及《香港公司條例》（第622章）（「公司條例」）第336(1)條，於2023年1月1日至2025年3月31日（「期間」）...
...	本公司根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）及《香港公司條例》（第622章）（「公司條例」）第336(1)條，於2023年1月1日至2025年3月31日（「期間」）...
C...-	榮萬家生活服務股份有限公司（榮萬家生活服務股份有限公司），根據《香港公司條例》（第622章）（「公司條例」）第336(1)條，於2023年1月1日至2025年3月31日（「期間」）...
...	本公司根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）及《香港公司條例》（第622章）（「公司條例」）第336(1)條，於2023年1月1日至2025年3月31日（「期間」）...
...	本公司根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）及《香港公司條例》（第622章）（「公司條例」）第336(1)條，於2023年1月1日至2025年3月31日（「期間」）...
D... (-)-	本公司根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）及《香港公司條例》（第622章）（「公司條例」）第336(1)條，於2023年1月1日至2025年3月31日（「期間」）...
D... S... (-)-	本公司根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）及《香港公司條例》（第622章）（「公司條例」）第336(1)條，於2023年1月1日至2025年3月31日（「期間」）...
D... S... (-)-	本公司根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）及《香港公司條例》（第622章）（「公司條例」）第336(1)條，於2023年1月1日至2025年3月31日（「期間」）...

EGM-

4:00 PM, 2, 2023
R. St. D. M., 81 X. R.,
E. T. D. A.,
L. H. P. PRC.

DEFINITIONS

I S ₁ k ₁ / -	<p>k₁ S₁ k₁ / -</p> <p>EGM</p> <p>2023 M₁ P₁ M₁ /</p> <p>S₁ A₁ 2023 M₁ S₁ -S₁</p> <p>E₁ R₁ C₁ S₁</p> <p>A₁</p>
I T ₁ P ₁ () -	<p>(), k₁</p> <p>G</p>
L . . . P ₁ D ₁ -	<p>F₁ 6, 2023, k₁</p>
L ₁ -	<p>k₁ C₁ M₁ B₁ k₁</p> <p>S₁ Ex₁ J₁ 15, 2021</p>
L ₁ R ₁ -	<p>k₁ R₁ G₁ L₁ S₁ T₁</p> <p>S₁ Ex₁ H₁ K₁ L₁</p>
M ₁ P ₁ M ₁ /	<p>k₁</p> <p>C₁ R₁ S₁ R₁</p> <p>E₁ D₁ D₁ 18, 2020</p> <p>k₁ P₁ M₁ S₁</p> <p>k₁ G₁ R₁ S₁ R₁ E₁ D₁ G₁</p>
S ₁ A ₁ -	<p>k₁</p> <p>C₁ R₁ S₁ R₁ E₁ D₁</p> <p>D₁ 18, 2020</p> <p>S₁ -S₁ E₁ R₁ C₁</p> <p>S₁ G₁ R₁ S₁ R₁ E₁</p> <p>D₁ G₁</p>
M ₁ S ₁ -S ₁ E ₁ /	<p>k₁</p> <p>C₁ R₁ S₁ R₁ E₁ D₁</p> <p>D₁ 18, 2020</p> <p>S₁ -S₁ E₁ R₁ C₁</p> <p>S₁ G₁ R₁ S₁ R₁ E₁</p> <p>D₁ G₁</p>
R ₁ C ₁ -	<p>k₁</p> <p>C₁ R₁ S₁ R₁ E₁ D₁</p> <p>D₁ 18, 2020</p> <p>S₁ -S₁ E₁ R₁ C₁</p> <p>S₁ G₁ R₁ S₁ R₁ E₁</p> <p>D₁ G₁</p>
S ₁ A ₁ -	<p>k₁</p> <p>C₁ R₁ S₁ R₁ E₁ D₁</p> <p>D₁ 18, 2020</p> <p>S₁ -S₁ E₁ R₁ C₁</p> <p>S₁ G₁ R₁ S₁ R₁ E₁</p> <p>D₁ G₁</p>
M ₁ C ₁ -	<p>k₁ M₁ C₁ S₁ T₁ D₁</p> <p>L₁ I₁ A₁ x 10 k₁</p> <p>L₁ R₁</p>
M ₁ G ₁ -	<p>M₁ G₁ J₁ (耿建明), k₁</p> <p>k₁ C₁ M₁ G₁</p> <p>J₁ B₁ x D₁</p>
M ₁ W ₁ -	<p>M₁ W₁ J₁ (王建東)</p>

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M . Y , X (楊熙)

N . . . C . . . -

h h C . . .

PRC-

h P . . . R . . . G .

DEFINITIONS

* *for identification only*

LETTER FROM THE BOARD



Roiserv Lifestyle Services Co., Ltd.

榮萬家生活服務股份有限公司

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

(Stock code: 2146)

Executive Directors:

M. G. J. (Chairman)

M. X. T.

M. L. H.

Non-executive Director:

M. Z. W.

Independent Non-executive Directors:

M. J. W.

M. T. Y.

M. X. S.

Headquarters in the PRC:

81 X. R.

E. T.

D. A.
L. H. P., PRC

Registered office in the PRC:

E. D. L.

N. H. R.

(W. X. X.)

W. I. C., L.*

(香河現代水業有限公司))

J. T.

X. C.

L.

H. P.

PRC

*Principal place of business
in Hong Kong:*

40_F

D. S. F. C.

N. 248 Q. R. E.

W.

H. K.

February 10, 2023

To the Shareholders

D. S. / M.,

(1) RENEWAL OF CONTINUING CONNECTED TRANSACTIONS;

(2) PROPOSED CHANGE OF SUPERVISOR;

AND

(3) NOTICE OF THE EGM

1. INTRODUCTION

R. (.) C. F. 1, 2023
2023 M. P. M. S. A.
2023 M. S. -S. E. R. C. S. A.; (.)
C. F. 1, 2023.
P. A. M. Y.

The 2023 M... P... M... S... A... 2023 M... S...-S...
 E... R... C... S... A... P... A...
 M... Y... ; (...) I... B... C...
 2023 M... P... M... S... A... 2023 M...
 S...-S... E... R... C... S... A...
 ; (...) I... F...
 A... I... B... C... I... S... ; (...)
 EGM.

R M P M S A
M S -S E R C S A
C T P

A. M. P. M. S. A. M.
 S. -S. E. R. C. S. A. D.
 31, 2022. G. x.
 F. 1, 2023, C. ()
 2023 M. P. M. S. A.
 2023 M. S. -S. E. R. C. S. A.
 R. S. R. E. D.

P. 2023 M. P. M. S. A.

(2) R, S, R, E . . . D . . .

7.

LETTER FROM THE BOARD

Term: C _____, J _____ 1, 2023 _____ D _____ 31, 2025
(_____)

Pricing and other terms:	T _R	2023	M	P	M	S
	A _R					

(1) 2023 M. P. M. S. A. ;

[illegible]

		For the year ended December 31, 2020 <i>RMB'000</i>	For the year ended December 31, 2021 <i>RMB'000</i>	For the year ended December 31, 2022 <i>RMB'000</i>
Historical transactions under the Master Property Management Services Agreement:	Historical transactions under the Master Property Management Services Agreement:	429,339.0 ^(Note 1)	445,519.1 ^(Note 1)	265,488.0 ^(Note 2)

Expenditures	397,500.0	446,600.0	499,600.0
Unaudited	108.0%	99.8%	53.1%

Note 1: A. C. S. Experiments, J. 15, 2021, D. 31, 2020, J. 1, 2021, J. 14, 2021, L. R. H. G. R. S. R. E. D. G. C.

Note 2: T_p = the time taken for the p th iteration of the algorithm to complete. G = the number of iterations required for the algorithm to converge. T_p , C = the number of iterations required for the algorithm to converge. X = the number of iterations required for the algorithm to converge. D = the number of iterations required for the algorithm to converge. M = the number of iterations required for the algorithm to converge. P = the number of iterations required for the algorithm to converge. M = the number of iterations required for the algorithm to converge. S = the number of iterations required for the algorithm to converge.

Annual caps: I. 2023 M P M S A
D 31, 2025

	For the year ending December 31, 2023 RMB (in millions)	For the year ending December 31, 2024 RMB (in millions)	For the year ending December 31, 2025 RMB (in millions)
--	--	--	--

A	250	210	190
---	-----	-----	-----

I have been thinking about you a lot lately. I hope you are well. I am still here.

Love,
John

(c) For the period from January 1, 2022 to December 31, 2022, the Company's total assets were RMB429,339,000, total liabilities were RMB445,519,100, and total equity was RMB265,488,000.

(.) R 358 x
D G R E
x 70.21 O 31, 2022;

(...) E... D... G... P... M... S... D... 31, 2025;

(c) The GFA shall be calculated as follows:

(1) $GFA = \frac{S_p}{L} - S$

(2) $S_p = D_{31, 2025} \times 3.30$

(3) $L = 78,000$

(4) $R_S R_E D_G$

() $\frac{R}{R} = \frac{S}{S} = \frac{R}{R} = \frac{E}{E} = \frac{D}{D} = \frac{G}{G} = \frac{x}{x} = 5$ GFA

Reasons and Benefits of Entering into the 2023 Master Property Management Services Agreement

2023 Master Small-Scale Engineering and Related Consultancy Services Agreement

Term: C _____, J _____ 1, 2023 _____ D _____ 31, 2025
(_____)

LETTER FROM THE BOARD

I. 截至2022年12月31日，本公司净资产为人民币1,354,200,000.00元。

(一) 截至2022年12月31日，本公司净资产为人民币1,354,200,000.00元，其中：股本人民币314,753,500.00元，资本公积人民币351,354,200.00元，盈余公积人民币328,977,000.00元。

(二) 截至2022年12月31日，本公司净资产为人民币1,354,200,000.00元，其中：股本人民币314,753,500.00元，资本公积人民币351,354,200.00元，盈余公积人民币328,977,000.00元。

(三) 截至2022年12月31日，本公司净资产为人民币1,354,200,000.00元，其中：股本人民币314,753,500.00元，资本公积人民币351,354,200.00元，盈余公积人民币328,977,000.00元。

(四) 截至2022年12月31日，本公司净资产为人民币1,354,200,000.00元，其中：股本人民币314,753,500.00元，资本公积人民币351,354,200.00元，盈余公积人民币328,977,000.00元。

(五) 截至2022年12月31日，本公司净资产为人民币1,354,200,000.00元，其中：股本人民币314,753,500.00元，资本公积人民币351,354,200.00元，盈余公积人民币328,977,000.00元。

截至2023年12月31日，本公司净资产为人民币1,354,200,000.00元，其中：股本人民币314,753,500.00元，资本公积人民币351,354,200.00元，盈余公积人民币328,977,000.00元。

截至2023年12月31日，本公司净资产为人民币1,354,200,000.00元，其中：股本人民币314,753,500.00元，资本公积人民币351,354,200.00元，盈余公积人民币328,977,000.00元。

截至2023年12月31日，本公司净资产为人民币1,354,200,000.00元，其中：股本人民币314,753,500.00元，资本公积人民币351,354,200.00元，盈余公积人民币328,977,000.00元。

截至2023年12月31日，本公司净资产为人民币1,354,200,000.00元，其中：股本人民币314,753,500.00元，资本公积人民币351,354,200.00元，盈余公积人民币328,977,000.00元。

Pricing Policy

LETTER FROM THE BOARD

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M. W. 1997, *Journal of the Royal Society of Medicine*, 90, 101-104. B. 1998, *St. James's Hospital*, 101-104. C. 1999, *St. James's Hospital*, 101-104. S. 1999, *St. James's Hospital*, 101-104. Ex. 1999, *St. James's Hospital*, 101-104.

T. B. 1998, *St. James's Hospital*, 101-104. M. W. 1997, *St. James's Hospital*, 101-104. C. 1999, *St. James's Hospital*, 101-104. S. 1999, *St. James's Hospital*, 101-104.

A. 1998, *St. James's Hospital*, 101-104. N. 1998, *St. James's Hospital*, 101-104. M. Y. 1998, *St. James's Hospital*, 101-104. M. W. 1997, *St. James's Hospital*, 101-104. T. B. 1998, *St. James's Hospital*, 101-104. M. Y. 1998, *St. James's Hospital*, 101-104. S. 1999, *St. James's Hospital*, 101-104. EGM.

T. B. 1998, *St. James's Hospital*, 101-104. M. Y. 1998, *St. James's Hospital*, 101-104.

M. Y. 1998, *St. James's Hospital*, 101-104. X. 1998, *St. James's Hospital*, 101-104. F. 1998, *St. James's Hospital*, 101-104. J. 1998, *St. James's Hospital*, 101-104. F. 1998, *St. James's Hospital*, 101-104. M. Y. 1998, *St. James's Hospital*, 101-104. SINA. T. B. 1998, *St. James's Hospital*, 101-104. C. L. 1998, *St. James's Hospital*, 101-104.

M.Y. \rightarrow ... L... P... D... , (...)F
D... , S...
C... ; (...)F
C... ; (...)F
H... K... ; (...)F S...
P... XV... SFO.

5. VOTING BY POLL

6. CLOSURE OF REGISTER OF MEMBERS

7. RECOMMENDATION

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2023 M. P. M. S. A. 2023 M. S. -S
 E. R. C. S. A.
 B. I. F. A. I.
 B. C. (.) (.)
 ; (.) (.)
)
 G. C. S.
 .

A \rightarrow I \rightarrow B \rightarrow C \rightarrow I
 S \rightarrow 2023 M \rightarrow P
 M \rightarrow S \rightarrow A \rightarrow 2023 M \rightarrow S \rightarrow E \rightarrow R
 C \rightarrow S \rightarrow A \rightarrow (\rightarrow) \rightarrow EGM \rightarrow EGM.

T₁ B P A M.Y
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S P A M.
Y EGM EGM.

Y. A. I.

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I , () 2023 M P
M S A 2023 M S -S E R
C S A (,)
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Roiserv Lifestyle Services Co., Ltd.

Mr. Jin Wenhui <i>Independent</i> <i>non-executive Director</i>	Mr. Xu Shaohong <i>Independent</i> <i>non-executive Director</i>	Mr. Tang Yishu <i>Independent</i> <i>non-executive Director</i>
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Mr. Tang Yishu
*Independent
non-executive Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of a letter of advice from Dongxing Securities (Hong Kong) Company Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of 2023 Master Property Management Services Agreement and the 2023 Master Small-Scale Engineering and Related Consultancy Services Agreement and the respective transactions contemplated thereunder and the respective caps, which was prepared for the purpose of inclusion in this Circular.



DONGXING SECURITIES (HONG KONG) COMPANY LIMITED

7503B-04, 75/F

1 Austin Road West,
Kowloon

February 10, 2023

To the Independent Board Committee and the Independent Shareholders

Dongxing Securities (Hong Kong) Company Limited,

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We are pleased to provide our independent financial advice to the Independent Board Committee and the Independent Shareholders in respect of the 2023 Master Property Management Services Agreement and the 2023 Master Small-Scale Engineering and Related Consultancy Services Agreement (the **Service Agreements**) and the transactions contemplated thereunder (the **Continuing Connected Transactions**). Dongxing Securities (Hong Kong) Company Limited (the **Proposed Annual Caps**) and the Independent Board Committee (the **Letter from the Board**) and the Independent Shareholders (the **Circular**) were issued on February 10, 2023 (the **Circular**), for the purpose of inclusion in this Circular. The Circular is intended to provide the Independent Shareholders with the necessary information to make an informed decision on the proposed transactions.

As at the Latest Practicable Date, the Company is controlled by Mr. Liang, who holds 62.64% of the issued shares of the Company. Mr. Liang is also the Chairman of the Board and the Independent Shareholders. The Company is a subsidiary of the Group. The Company is a public company listed on the Main Board of the Stock Exchange of Hong Kong (the **SEHK**) under the listing number 14A. The Company is a subsidiary of the Group.

A₁ = (R₁ 14.07, L₁, R₁)
P = A₁ C₁ 2023 M₁ P₁ M₁ S₁
A₁ = 2023 M₁ S₁ -S₁ E₁ R₁ C₁ S₁
A₁ = 5%, S₁ A₁ C₁ C₁
T = (P₁ A₁ C₁)
14A₁ = L₁ R₁

P. 14A.36 H. K. L. R. S. A. S. EGM. A. C. M. G. C. M. G. J. D. B. M. G. J. C. C. T. M. G. J. S. A. B.

T. I. B. C. , X. D. , M. J. W. F. , M. X. S. F. , M. T. Y. F. , A. C. A. I. F. A. , I. B. C. I. S. F. .

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LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2023 M... S...-S... E... R... C... S... A... (...
P... A... C...)
S...
EGM.

BASIS OF OUR OPINION

I...
G... *inter alia*,
D... 31, 2019, 2020... 2021; (...)
J... 30, 2022; (...)
W...
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G... W...
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D...
C...

RESURRECTION: The Resurrection of the Dead (Colossians 3:1-4) / The Resurrection of the Dead (1 Thessalonians 4:13-18)

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

	For the six months				
	For the year ended December 31,			ended June 30,	
	2019	2020	2021	2021	2022
	RMB'000 (audited)	RMB'000 (audited)	RMB'000 (audited)	RMB'000 (unaudited)	RMB'000 (unaudited)
P	703,218	897,662	1,081,530	516,900	598,813
V	431,769	714,325	1,047,769	607,547	315,485
C	147,052	195,171	355,673	166,372	149,276
O		13,683			
Total	1,282,039	1,820,841	2,484,972	1,290,819	1,063,574

Property management services

As at the end of the reporting period, the Group has no property management services contracts. The Group has no property management services contracts as at the end of the reporting period.

As at the end of the reporting period, the Group has no property management services contracts. The Group has no property management services contracts as at the end of the reporting period.

The Group has no property management services contracts. The Group has no property management services contracts as at the end of the reporting period.

The Group has no property management services contracts. The Group has no property management services contracts as at the end of the reporting period.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Value-added services to non-property owners

As indicated in the CG, the Group has provided value-added services to non-property owners, including the provision of property management services to non-property owners. The Group has provided value-added services to non-property owners in the following ways: (i) the Group has provided value-added services to non-property owners in the form of property management services; (ii) the Group has provided value-added services to non-property owners in the form of other services; and (iii) the Group has provided value-added services to non-property owners in the form of other services.

As indicated in the CG, the Group has provided value-added services to non-property owners in the form of property management services. The Group has provided value-added services to non-property owners in the form of property management services in the following ways: (i) the Group has provided value-added services to non-property owners in the form of property management services; (ii) the Group has provided value-added services to non-property owners in the form of other services; and (iii) the Group has provided value-added services to non-property owners in the form of other services.

The Group has provided value-added services to non-property owners in the form of property management services. The Group has provided value-added services to non-property owners in the form of property management services in the following ways: (i) the Group has provided value-added services to non-property owners in the form of property management services; (ii) the Group has provided value-added services to non-property owners in the form of other services; and (iii) the Group has provided value-added services to non-property owners in the form of other services.

The Group has provided value-added services to non-property owners in the form of property management services. The Group has provided value-added services to non-property owners in the form of property management services in the following ways: (i) the Group has provided value-added services to non-property owners in the form of property management services; (ii) the Group has provided value-added services to non-property owners in the form of other services; and (iii) the Group has provided value-added services to non-property owners in the form of other services.

RiseSun Real Estate Development

RiseSun Real Estate Development is a company incorporated in the PRC, with its registered office in Shanghai. RiseSun Real Estate Development is a company incorporated in the PRC, with its registered office in Shanghai. RiseSun Real Estate Development is a company incorporated in the PRC, with its registered office in Shanghai.

2. Reasons and benefits for entering into the Service Agreements

(i) 2023 Master Property Management Services Agreement

As indicated in the 2023 Master Property Management Services Agreement, the Group has provided value-added services to non-property owners in the form of property management services. The Group has provided value-added services to non-property owners in the form of property management services in the following ways: (i) the Group has provided value-added services to non-property owners in the form of property management services; (ii) the Group has provided value-added services to non-property owners in the form of other services; and (iii) the Group has provided value-added services to non-property owners in the form of other services.

2A FY2020 FY2021
 1H2022, RMB703.2 FY2019 RMB1,081.5 FY2021,
 CAGR 24.0%. FY2019, FY2020, FY2021
 54.9%,
 49.3%, 43.5% 56.3% FY2019, FY2020, FY2021
 1H2022. A C FY2020 FY2021
 1H2022, 96%
 P M S
 R S R E D G R S
 R E D G R S R
 E D G R S R

T P M S
 R S R E D G
 G D 31, 2022
 (R P -)

**For the
 year ended**

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Having reviewed the documents referred to in (i) and (ii) and the information provided to me by the Company, I am of the opinion that the information provided to me is true and correct and that the information provided to me is consistent with the information provided to the Company. I am not aware of any material omissions or misstatements in the information provided to me. I am not aware of any material omissions or misstatements in the information provided to me. I am not aware of any material omissions or misstatements in the information provided to me.

3. Principal terms of the Service Agreements

(i) 2023 Master Property Management Services Agreement

Principal terms of the 2023 Master Property Management Services Agreement:

Date: February 1, 2023

Parties: (1) the Company; and

(2) the Independent Financial Adviser.

Term: Commencing on January 1, 2023 and continuing until the date of the next EGM (or the date of the next AGM) of the Company, or until the date of the next AGM (or the date of the next EGM) of the Company, or until the date of the next AGM (or the date of the next EGM) of the Company.

Principal terms of the 2023 Master Property Management Services Agreement:

(1) the Independent Financial Adviser shall provide the Company with the services set out in the 2023 Master Property Management Services Agreement, and the Company shall pay the Independent Financial Adviser the fee set out in the 2023 Master Property Management Services Agreement.

(2) the Independent Financial Adviser shall provide the Company with the services set out in the 2023 Master Property Management Services Agreement, and the Company shall pay the Independent Financial Adviser the fee set out in the 2023 Master Property Management Services Agreement.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) 2023 Master Small-Scale Engineering and Related Consultancy Services Agreement

Purpose of the Agreement:

Date: February 1, 2023

Parties: (1) The Company;

(2) The Small-Scale Engineering and Related Consultancy Services Agreement.

Term: Commencing on January 1, 2023, and continuing until the date of the next EGM (or the date of the next AGM) of the Company, or until the date of the next AGM (or the date of the next EGM) of the Company.

Purpose of the Agreement: To provide for the 2023 Master Small-Scale Engineering and Related Consultancy Services Agreement, and to provide for the 2023 Master Small-Scale Engineering and Related Consultancy Services Agreement.

(1) The Company shall provide for the 2023 Master Small-Scale Engineering and Related Consultancy Services Agreement, and to provide for the 2023 Master Small-Scale Engineering and Related Consultancy Services Agreement.

(2) The Company shall provide for the 2023 Master Small-Scale Engineering and Related Consultancy Services Agreement, and to provide for the 2023 Master Small-Scale Engineering and Related Consultancy Services Agreement.

4. Assessment on the principal terms of the Service Agreements

(i) 2023 Master Property Management Services Agreement

The Independent Financial Adviser has reviewed the 2023 Master Property Management Services Agreement, and has found that the 2023 Master Property Management Services Agreement is in the best interests of the Company, and that the 2023 Master Property Management Services Agreement is in the best interests of the Company.

W
P M S 2023 M P M S
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P M S R S R E
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W 8
G I T P
(Property Management Services Comparable Transactions—)
W
() ; ()
P M S 2023 M P M S
A ; ()
G R S R E
D W R S R E D
I T P

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(ii) 2023 Master Small-Scale Engineering and Related Consultancy Services Agreement

W 4. G R S R
E D I T P
(Small-Scale Engineering and Related Consultancy Services Comparable
Transactions—) G R S R E
D ()
; () S -S E
R C S A 2023 M S S E
R C S A ; () G
I T P
R S R E D G W R S R
E D I T P

I have been thinking about the (...) 2023 M... S...-S... E... R... C... S... A... M... S...-S... E... R... C... S... A...; (...) R... S... R... E... D... I... T... P... 2023 M... S...-S... E... R... C... S... A... C... I... S... C... I... S...

(i) 2023 Master Property Management Services Agreement

31, 2022 (R. P.) :

Note 1: A. B. C. D. S. Ex. J. 15, 2021, 31, 2020. L. R.

[illegible]

Note 3: T_R = Total Revenue; T_C = Total Cost; G = Gross Profit; X = Net Profit; 31 D = 31 December; M = Month; P = Profit; S = Sales; A = Assets.

S. T. P. M. D. 31, 2022. C. -19. R. S. R. E. D. G.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Proposed Annual Caps and our analysis and works performed on the Proposed Annual Caps

Т. А. Ч. Р. 2023
М. П. М. С. А. Р. Р.
Д. 31, 2025 :

For the year ending December 31,

2023	2024	2025
<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
<i>(in millions)</i>	<i>(in millions)</i>	<i>(in millions)</i>

P	A	C	250	210	190
---	---	---	-----	-----	-----

A B L A C

(c) 根据《企业会计准则》, 本集团管理层按照持续经营假设编制财务报表。管理层评估了本集团的持续经营能力, 认为本集团自报告期末起 12 个月的持续经营能力不存在重大疑虑。资产负债表日至资产负债表批准报出日止未发生或发现的、不属于资产负债表存在事项的范围, 且与持续经营假设相关的其他事项, 均不影响持续经营假设的适用性。

(...) 358 x 70.21 GFA O 31, 2022;

(...) D... G... P... M... S... R... S... R... E...
D... G... P... M... S... R... S... R... E...
D... 31, 2025;

[illegible]

(-) = - ; (+) = + ; GFA = General Factor Analysis

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

A ... B ... A ... C ...

(.) ... M ... S ...-S
E ... R ... C ... S ... A ... RMB314.8
..., RMB351.4 ..., RMB329.0 ...
D ... 31, 2022, ...;

(..) ... S ...-S
E ... R ... C ... S ... G ...
... 333 ... O ... 31, 2022;

(...) ... GFA
R ... R ... E ... D ... G ...
S ...-S ... E ... R ... C ... S ...
... R ... R ... E ... D ... G ...
D ... 31, 2025;

(.) ... R ... S ... R ...
E ... D ... G ...
... 74,000, 112,000 ... 98,000 ...
D ... 31, 2025;

() ... S ...-S ... E ...
R ... C ... S ...

I ... P ... A ... C ... M ... S ...-S
E ... R ... C ... S ... A ...
D ... 31, 2023 ... 13.7% ...
... M ... S ...-S ... E ... R ... C ... S ...
A ... D ... 31, 2022. T ... P ... A ... C ...
... M ... S ...-S ... E ... R ... C ... S ... A ...
... D ... 31, 2024 ... 2025 ... 2.8% ...
11.4% ...

A ... C ... S ...-S
E ... R ... C ... S ...
... R ... S ... R ... E ... D ... G ... A ...
... G ... R ... S ... R ...
E ... D ... G ...
... 74,000, 112,000 ... 98,000 ... 31 D ...
2025 ... S ...-S ... E ... R ... C ... S ...
...

The following table shows the results of the
analysis of variance for the C
P and A C M P M S A

The first part of the paper is devoted to the study of the asymptotic behavior of the solutions of the system (1.1) as $\epsilon \rightarrow 0$. In the second part, we study the asymptotic behavior of the solutions of the system (1.1) as $\epsilon \rightarrow 0$. In the third part, we study the asymptotic behavior of the solutions of the system (1.1) as $\epsilon \rightarrow 0$.

[illegible]

- , 41 ,

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

I, the undersigned, being a director or officer of the company, do hereby confirm that the information contained in the circular is true and correct, and that the directors of the company are fully informed of the facts and circumstances and the material implications thereof in relation to the proposed transaction and are of the opinion that the proposed transaction is in the best interests of the company.

RECOMMENDATION

Having considered the above information, the independent financial adviser has concluded that the proposed transaction is fair and reasonable, and that the proposed transaction is in the best interests of the company. The independent financial adviser has no objection to the proposed transaction and recommends that the shareholders of the company approve the proposed transaction. The independent financial adviser has no objection to the proposed transaction and recommends that the shareholders of the company approve the proposed transaction.

Yours faithfully,
For and on behalf of
Dongxing Securities
(Hong Kong) Company Limited
William Ho
Executive Director
Investment Banking Department

Mr. Ho Ka Pong is a licensed person registered with the Securities and Future Commission since 2005 and is currently a responsible officer of Dongxing Securities (Hong Kong) Company Limited to carry out Type 6 (advising on corporate finance) regulated activities under the SFO. Mr. Ho has over 16 years of experience in the corporate finance industry, and has participated in the provision of Independent Financial Adviser services for various connected transactions involving companies listed in Hong Kong.

Name	Name of associated corporation	Nature of interest	Interest in shares ^(N. 1)	Shareholding percentage (approx.)
M. G. J. J.	R. S. R. E. D.	B. S. S.	9,540,432 (L)	0.22%
	D. S. H. S. S.	B. S. S.	32,200,000 (L)	5.00%
	R. S. C. S. S.	B. S. S.	9,180,000 (L)	2.78%
	E. S. S.			
M. J. W. S. S.	R. S. H. S. S.	B. S. S.	2,860,000 (L)	0.44%

[illegible]

Name of Director or Supervisor	Name of company	Title
M. G. J.	R. S. H.	Student
	R. S. R. E. D.	Chairman
M. J. Z.	R. S. R. E. D.	Vice Chairman

3. COMPETING BUSINESS

A . . . L . . . P . . . D . . . , . . . D . . . , . . . D . . .
 . . .
 . . . C . . .

4. DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

A . . . L . . . P . . . D . . . , D . . . S . . .
 . . . G . . . (. . .
 . . . (. . .
 . . .)).

5. DIRECTORS' OR SUPERVISORS' INTEREST IN ASSETS/CONTRACTS AND OTHER INTERESTS

7. MATERIAL ADVERSE CHANGE

8. DOCUMENTS ON DISPLAY

() 2023 M... S... E... R... C... S...
A...

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(Stock code: 2146)

NOTICE IS HEREBY GIVEN THAT x. _____ (p EGM-)

R. L. S. C., Ltd. (Company-) 4:00 P. M. 2,
2023 R. S. D. M., 81 X. R., E. T.
D. A., L., H. P., P. R. G. (PRC-)
P.

1. **THAT**

- () 2023 M. P. M. S. A. (),
C. F. 10, 2023 (Circular-),
A-
,
;
() 2023 M. P. M. S. A. ;
() C (Director(s)-)
C. X. ,
2023 M. P. M. S. A.

NOTICE OF EGM

2. THAT

() 於 2023 年 5 月 11 日（星期日）上午 10 時 30 分，在羅氏服務集團有限公司（「羅氏服務」）的董事會會議上，通過了有關 2023 年股東週年大會（「股東週年大會」）的決議案，包括：

() 於 2023 年 5 月 11 日（星期日）上午 10 時 30 分，在羅氏服務集團有限公司（「羅氏服務」）的董事會會議上，通過了有關 2023 年股東週年大會（「股東週年大會」）的決議案，包括：

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3. THAT

B. O. D. Geng Jianfu
Roiserv Lifestyle Services Co., Ltd.
Geng Jianfu
Chairman and Executive Director

L. P. R. C. F. 10, 2023

Notes:

1. 有關 2023 年股東週年大會的決議案，包括：
2. 有關 2023 年股東週年大會的決議案，包括：
3. 有關 2023 年股東週年大會的決議案，包括：

NOTICE OF EGM

4. 凡持有本公司在2023年5月27日收市時已發出的每股H股股票，均有權出席本公司股東大會，並可親身或委派代表出席及投票。本公司將於2023年5月27日（星期一）下午二時正（香港時間）假座香港中環皇后大道中16號香港會議展覽中心（即前香港會議中心）舉行股東大會，討論及批准有關建議。凡有意出席本公司股東大會之股東，務請於2023年5月24日（星期五）下午四時三十分前，將出席證明文件（即填妥之出席表格）交回本公司秘書處，以便核實出席資格。出席證明文件之填法，請參閱本公司之股東指南。
5. 凡持有本公司在2023年5月27日收市時已發出的每股H股股票，均有權出席本公司股東大會，並可親身或委派代表出席及投票。本公司將於2023年5月27日（星期一）下午二時正（香港時間）假座香港中環皇后大道中16號香港會議展覽中心（即前香港會議中心）舉行股東大會，討論及批准有關建議。凡有意出席本公司股東大會之股東，務請於2023年5月24日（星期五）下午四時三十分前，將出席證明文件（即填妥之出席表格）交回本公司秘書處，以便核實出席資格。出席證明文件之填法，請參閱本公司之股東指南。
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As at the date of this notice, the board of Directors comprises Mr. Geng Jianfu, Ms. Liu Hongxia and Mr. Xiao Tianchi as executive Directors; Mr. Zhang Wenge as non-executive Director; and Mr. Jin Wenhui, Mr. Xu Shaohong and Mr. Tang Yishu as independent non-executive Directors.